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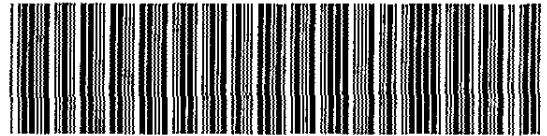
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CAPITAL CONNECTION, INC.

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Balcar Corporation

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BALCAR CORPORATION**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment #1 - The new President of the Corporation is Amador Reyes, Jr., 7801 Coral Way, Suite 131, Miami, Florida 33155; Amendment #2 - Delete Juan Carlos Carrai as President and Director; Amendment #3 - Add - Amador Reyes, Jr. As a Director of the Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **August 6, 2003.**

FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 6th day of July, 2003.

Balcar Corporation

By: _____

Raul Gonnelli
Raul Gonnelli
Director