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FILED  
99 OCT 21 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 19, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/21/99--01066--002  
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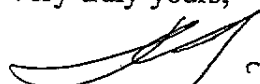
RE: DREAMS INTERNATIONAL CORP.

Dear Sir or Madam:

Enclosed please find check, issued to Department of State, in the amount of \$35.00 for filing the enclosed Articles of Amendment to Articles of Incorporation.

Thank you for your cooperation on this matter.

Very truly yours,



JUAN E. VALDES, ESQUIRE

JEV/cc

Enclosures

*Amend.*

V. SHEPARD NOV 4 1999

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

DREAMS INTERNATIONAL CORP.

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(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 5 - OFFICERS, shall be amended as follows:

The officers of the corporation shall be:

President	ALVARO JIMENEZ
Secretary	ALVARO JIMENEZ
Treasurer	ALVARO JIMENEZ

ARTICLE 6 - DIRECTORS, shall be amended as follows:

The Director of the corporation shall be:

ALVARO JIMENEZ

Whose address shall be the same as the principal office 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: October 19, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of October, 19 99

Signature

X

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALVARO JIMENEZ

Typed or printed name

PRESIDENT

Title