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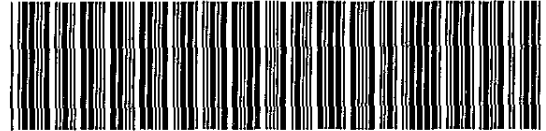
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION

Amend

Q. Ceullette, JUL 22 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ABEM, Inc.

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Signature _____

Requested by:

 OK 7/22/03 10:05
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ABEMI, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 JUL 22 PM 12: 14

FILED

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, Vice-President, Secretary and Treasurer of the Corporation is Kris Rodriguez, 1299 SW 22nd Street Miami, Florida 33145; Amendment #2 - The sole director of the Corporation shall be Kris Rodriguez, 1299 SW 22nd Street, Miami, Florida 33145; Amendment #3 - The new registered agent for the Corporation shall be Kris Rodriguez, 1299 SW 22nd Street, Miami, Florida 33145.

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: **July 1, 2003.**

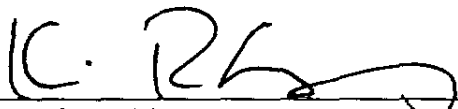
FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of July, 2003.

Abemi, Inc.

By: 
Kris Rodriguez
Director

I hereby accept the obligations and responsibility of being the registered agent for Abemi, Inc.


Kris Rodriguez