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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -3 PM 3:33

Volatile films, Inc.
1605 Lennox Avenue
Suite 8
Miami Beach, Florida 33139

May 30, 2002

TO: Division of Corporation

FROM: Volatile films, Inc. (P99000085427)
1605 Lennox Avenue, Suite 8
Miami Beach, Florida 33139
305.673.1234 x 1003

RE: Amendments

Dear Madam/Sir:

Enclosed please find a check in the amount of \$70.00.

\$35.00 - filing fee
\$26.25 - 3 certified copies of the amendment at 8.75 each.
\$ 8.75 - 1 certificate of status at 8.75.

\$70.00

Please mail to the above address.

Thank you for your kind attention in this matter.

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-06/03/02--01083--003
*****70.00 *****70.00

Amend

V SHEPARD JUN 11 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Volatile Films, Inc.

(present name)

P99000085427

(Document Number of Corporation (If known))

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)*

The following director should be deleted:
Najib E. Tabri

The following officers/directors should be added:

Stephanie Guerra
President
1128½ No. Gardner Street
Los Angeles, CA 90046

Carlos Puga, President
1128½ No. Gardner Street
Los Angeles, CA 90046

N. Tabri
President
1605 Lennox Avenue
Suite 8
Miami Beach, FL 33139

Article IV: the name & Florida address of Registered agent is now:

N. Tabri

1605 Lennox Avenue, Suite 8, Miami Beach, Florida 33139

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: May 8, 2002


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 30th day of May, 2002.

Signature  N. Tabri, President
(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)

N. Tabri, President

Typed or printed name

President

Title

Oath of Acceptance of Registered Agent

The undersigned, having been named as the registered agent for:

Volatile films, Inc.

At the place described in the attached Articles of Organization, hereby agrees to act in this capacity and agrees to comply with the provisions of all statues relative to the proper and complete performance of these duties, and further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statues.

Dated this 30th day of May, 2002.



(REGISTERED AGENT)
N. Tabri