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BASIC AMENDMENT

RAFA & ASOCIADOS, INC.

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ARTICLES OF AMENDMENT

ALLAHASSEE FLORIDA

OF

RAFA & ASOCIADOS, INC.

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

FIRST: Amendment adopted: CHANGE OF ARTICLE NO. V

The Registered Agent and registered office of the Corporation shall be:

ALINA M. VELIT 4711 NW 79 AVE. SUITE 7G MIAMI, FL. 33166

The principal office and mailing address shall be:

4711 NW 79 AVE. SUITE 7G MIAMI, FL. 33166

SECOND: Amendment adopted: CHANGE OF ARTICLE No. VI

The Board of Directors and Shareholders shall be composed by TWO (2) people whose names and address are:

ALINA M. VELIT PRESIDENT -50% SHAREHOLDER 4711 NW 79 AVE, SUITE 7G MIAMI, FL. 33166

JUANA MENDOZA V. PRESIDENT 50% SHERAHOLDER 4711 NW 79 AVE. SUITE 7G MIAMI, FL. 33166

The date of these amendments adoption shall be November 8th, 2004. THIRD: Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholder approved the amendments adopted. The number of votes east for these amendments were sufficient for approval.

Signed this 8th of November, 2004

Lina Il Verit ALINA M. VELIT President

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

RAFA & ASOCIADOS, INC.

2. The name and address of the Registered Agent and office is:

ALINA M. VELIT 4711 NW 79 AVE. SUITE 7G MIAMI, FL. 33166

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

PRESIDENT

DATE: November 8th, 2004