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BASIC AMENDMENT

R.L.D. DISTRIBUTOR CORP.

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Amend

7/28/04

AMENDMENT TO THE ARTICLES OF
INCORPORATION
OF

R.L.D. DISTRIBUTOR CORP.

`BEFORE ME, the undersigned authority, this day personally appeared Rene Diaz Sr. who first by me being duly sworn deposes and says:

That pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Be it amended that Article of Incorporation has been changed to resign Rene Diaz Jr. Vice-president, Secretary, and Director of the corporation.

Second: Be it amended that the corporation officers are hereby changed and shall hereafter be known as Rene Diaz Sr. as President, Treasurer, Director and Yolanda Diaz as Vice-president, Secretary, Director of the corporation.

Third: The date of the change of officers shall be effective on the date filed in the Office of the Secretary of State, Division of Corporations, State of Florida. This is adopted the 27th day of July 2004.

Fourth: The shareholders approved the amendment. The number of votes cast by the shareholders was sufficient for approval.

_____
Rene Diaz Sr., President