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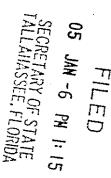
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ARTICLES OF AMENDMENT TO 05 JAN -6 PN 1: 15 OF TALLAHASSEF ELTARY OF STATE

LAS TRES B FACTORY OUTLET, INC. (BBB)

11462 QUAIL ROOST DR.

MIAMI FL 33157

(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 # DIRECTORS

DELETED.

VIKECIOKS_

SALVADOR VILLEGAS(PD) 11462 QUAIL ROOST Dr

Miami Fl 33157

ADDED.

OLGA FERNANDEZ (PD) 11462 QUAIL ROOST Dr.

Miami Fl 33157

NEW REGISTERED AGENT

DELETED

ADDED.

SALVADOR VILLEGAS. 11462 Quail Roost Dr. Miami Fl 33157 JULIAN FERNANDEZ. 11462 Quail Roost Dr.

Miami Fl 33157

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:

THRD: T	ne date of each amendment's adoption: JANUARY 04, 2005		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
Ø	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"		
a	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.		
,	gned this 04 day of JANHARY 2005.		
Signature _	(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)		
	SALVADOR VILLEGAS Typed or printed name		
	PRESIDENT		
	Title		

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATED, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

REGISTERED AGENT JULIAN FERNANDEZ. JANUARY 04, 2005