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COR AMND/RESTATE/CORRECT OR O/D RESIGN**VARES, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VARES, INC.
(present name)

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

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added or deleted) _____

ARTICLE VII.

The shareholders will be amended as follows;

Juan Carlos Rodriguez
3870 West 4th Ave
Hialeah Fl. 33012

34% Shareholder

Giovanni P Castellanos
1688 Coral Way
Miami Fl 33145

33% Shareholder

Faustino J. Rodriguez
1688 Coral Way
Miami Fl 33145

33% Shareholder

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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: 01/01/2006

FOURTH: Adoption of Amendment(s) (check one)

XX 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 adopted 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 incorporates without shareholder action and shareholder action was not required.

Signed this 15th day of June, 2006

Juan Carlos Rodriguez, President/ Shareholder.

Giovanni P. Castellanos, Vice-Pres./ Shareholder

Faustino J. Rodriguez, Secretary/ Shareholder

(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)

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