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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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FILED
2002 JUN 12 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. L. BAEZ'S TACKLE, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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G. Coulliette JUN 12 2002

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
L. BAEZ'S TACKLE, INC.
(Present name)

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

ARTICLE 5: New share holders
(ADD) HERIBERTO HERNANDEZ with 50 % OF THE SHARES
399 NW 72 AVENUE
MIAMI FL. 33126

(SAME) LAUDELINO BAEZ with 50% OF THE SHARES
399 NW 72 AVENUE
MIAMI FL. 333126

ARTICLE 6: CHANGE OF DIRECTORS

(DELETE) MARTHA HERNANDEZ BAEZ
399 NW 72 AVENUE.
MIAMI FL. 33126

(ADD) HERIBERTO HERNANDEZ as VICE- PRESIDENT
399 NW 72 AVENUE
MIAMI, FL 33126

SECOND: If an amendment provides for an exchange, reclassification or cancellation or cancellation Issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE 7: LAUDELINO BAEZ SHALL HAVE 50% OF THE SHARES OF MENTIONED CORPORATION AND HERIBERTO HERNANDEZ SHALL HAVE 50 % OF THE SHARES.

THIRD: The date of each amendment's adoption: 05/09/02

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

_____ The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.

- _____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- X 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 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)

Signed this 05TH day of May 2002.

Signature



(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

LAUDELINO BAEZ

Typed or printed name

PRESIDENT/INCORPORATOR/DIRECTOR

Title