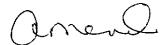
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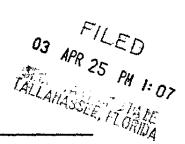


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ASR 4/29/03

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



SPY WORLD GORP.

(present name)

POODO 23476

(Document Number of Cornoration (II known)

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 XI - DIRECTORS AND STOCKHOLDERS WILL READ AS FOLLOWS:

- A) PRESIDENT, SECRETARY, TREASURER, DIRECTOR PEDROGONZALEZ 129 MIRACLE MILE CORM GABES, FL 33134
- B) STOCKHOLDER 100 SHARES OF COMMON SHARES
 PEDRO GONZALEZ
 129 MIRACLE MILE
 CORAL GABLES, FL 33/34

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: 04-16-2003		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
Œ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
Ε	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		
	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.		
Signature	Signed this // day of APRIL , Zoo 3. (By the Chairman of 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)		
	PEDRO GONZAZEZ (Typed or printed name)		
	PRESIDENT (Tille)		