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Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

RICARDO OLIVEIRA ENTERPRISE INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

Name Change

Amendment

1/3/02 DC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

RICARDO OLIVEIRA ENTERPRISE INC.

(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:

December 18, 2001.

First : Amendment(s) adopted: AMENDED.

ARTICLE I

Second : Amendment adopted: ADDED.

ARTICLE VI - BOARD OF DIRECTORS OF INCORPORATION

ARTICLE VII - SUBSCRIBERS

ARTICLE VIII - AMENDMENT

ARTICLE IX - LIMITATIONS ON CORPORATE STOCK

ARTICLE X- POWER OF CORPORATION

ARTICLE XI - INDEMNIFICATION

ARTICLE XII - DISSOLUTION

ARTICLE XIII - REGISTERED OWNERS

ARTICLE XIV - BYLAWS

Third: The date of Adoption of the Amendments.

Fourth: Adoption of Amendments.

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First: Articles Amended

ARTICLE I

The NEW NAME of the Corporation shall be:

FACTOR ENTERPRISES, INC.

Second: Articles Added

ARTICLE VI - BOARD OF DIRECTORS OF INCORPORATION

This corporation shall have One (1) director. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address of the Board of Directors of this corporation is:

NAME	ADDRESS
RICARDO B. DE OLIVEIRA <i>President / Vice-President / Treasury / Secretary / Director</i>	311 Gardens Drive Apt # 102 Pompano Beach, FL 33069

ARTICLE VII SUBSCRIBERS

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
RICARDO B. DE OLIVEIRA <i>President / Vice-President / Treasury / Secretary / Director</i>	311 Gardens Drive Apt # 102 Pompano Beach, FL 33069	100%

ARTICLE VIII - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the

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- authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
 3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE X - POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other

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person, whether or not the Corporation shall have notice thereof.

ARTICLE XIV - BYLAWS


The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Third: The date of adoption of the amendments.
The date of adoption of the amendments was December 18, 2001.

Fourth: Adoption of Amendment.

The Amendments were adopted by the Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 29th day of October, 2001.



RICARDO E. DE OLIVEIRA
President / Vice-President / Treasurer /
Secretary / Director