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To:

Division of Corporations

Fax Number

: (850)205-0380

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number Phone

: 072450003255 : (305)634-3694

FIIOIIE

Fax Number

: (305)633-9696

02 JUN 10 PM 3: 30 DIVISION OF CORPORATIONS

BASIC AMENDMENT

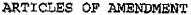
VB PLATINUM TILE & CARPET, INC.

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TO

ARTICLES OF INCORPORATION OF VB PLATINUM TILE & CARPET, INC. (Charter# P00000046885)

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

AMENDMENT ADOPTED TO ARTICLE VIII:

The names and street addresses of the Directors are as follows. Please remove all other names:

NAME	ADDRESS
Mr. Pedro V Aguayo	1175 NE 183 rd Street
President, Treasurer	No Mia Beach, FL 33179
Ms. Tatiana Aguayo	1175 NE 183 rd Street
V.P., Secretary	No Mia Beach, FL 33179

AMENDMENT ADOPTED

REGISTERED OFFICE AND AGENT

The name and address of the new registered agent is:

Pedro V Aguayo

1175 NE 183rd Street No Mia Beach, FL 33179

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: February 15th 2002

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this June 3xd 2002

VB PLATINUM TILE & CARPET, INC.

Pedro V Aguayo

President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ACKNOWLEDGMENT:

Having been named to accept service of process for VB PLATINUM TILE & CARPET, INC., at 1175 NE 183rd Street, No Mia Beach, FL 33179, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

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