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BASIC AMENDMENT

NEW MILENIUM CASH EXCHANGE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NEW MILENIUM CASH EXCHANGE, INC.
(Present name)

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 IX: OFFICERS

(ADD) YOVANY ANTONIO LOPEZ as TREASURER
820 3RD STREET APT. 10
MIAMI BEACH, FL 33139

(ADD) FLOR ANGELA LOPEZ as SECRETARY
820 3RD STREET APT. 10
MIAMI BEACH, FL 33139

PEDRO A. LOPEZ will remain as PRESIDENT, and FLOR A. MUNOZ will remain as VICE-PRESIDENT of the corporation.

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:

THIRD: The date of each amendment's adoption: 08/27/03

FOURTH: 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.

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 27th day of August 2003.

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)

PEDRO A. LOPEZ
Typed or printed name

PRESIDENT
Title