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00 AUG 16 PM 2:32

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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MIAMI, FLORIDA (305)552-5973

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. LUCHO MILLENIUM 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 |

Amend
8-16-00
PMS

RECEIVED
00 AUG 16 AM 10:46
DEPARTMENT OF STATE
DIVISION OF CORPORATE
FALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 AUG 16 PM 2:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

LUCHO MILLENium 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: (indicated articles number(s) being amended, added
Or deleted)

ARTICLE VI: DIRECTORS

(DELETE) LUIS BONILLA
14593 SW 155TH PLACE
MIAMI, FL 33196

(ADD) OSCAR BONILLA the title of VICE-PRESIDENT

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, is as follows:

OSCAR BONILLA SHALL THE 100% OF THE SHARES OF THE CORPORATION

THIRD: The date of each amendment's adoption: 07/24/00

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

_____ The amendment(s) was/were adopted by the incorporation 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.

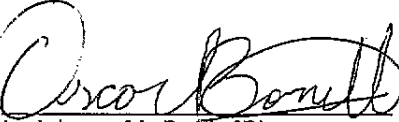
X The amendment(s) was/were approved by the shareholders. The number of votes
Cast for the amendment(s) was/were sufficient for approval.

_____ The amendment (s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment (s) was/were sufficient for
Approval by _____
(Voting group)

Signed this 24th day of JULY, 2000

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 incorporation if adopted by the incorporations)

OSCAR BONILLA

Typed or printed name

PRESIDENT/DIRECTOR/INCORPORATOR

Title