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**SAAVZ INT.**  
8268 NW 70<sup>TH</sup> ST.  
Miami, FL 33166 USA  
Off 305 463-9911 / Fax 305 463-8115  
e-mail Saavz2@stis.net

10005574831--2  
-05/20/02--01064--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

May 15, 2002

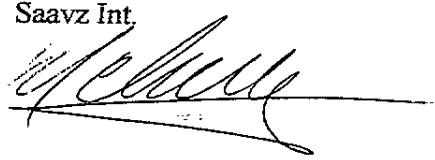
Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**FILED**  
02 MAY 20 PM 3:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Please make the appropriate changes in Saavz International.

Sincerely,

Michael Chavez, Pres.  
Saavz Int.



*Ps 5/23/02*  
Ame MD

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

02 MAY 20 PM 3:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAAUZ INTERNATIONAL, INC.

(present name)

(Document Number of Corporation (if 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)

President of Corporation is transferred  
to Michael Chavez who is currently V.P.  
Mark Clayton resigns as President

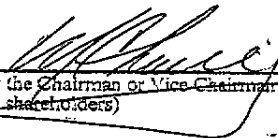
**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Dec. 31, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 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 \_\_\_\_\_ voting group."
- 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.

Signed this 31st day of December, 2001.

Signature   
(By the Chairman or 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)

Michael Chavez  
Typed or printed name

President  
Title