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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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## BASIC AMENDMENT

TOOL DEPOT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

AMEND  
03-8

③

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TOOL DEPOT, INC.

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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 adopted: Exchange

Article VII  
Article VIII

Article VII DIRECTORS

NAME

Ana V. Wilson  
President  
Juan C. Castillo  
Vice President

ADDRESS

300 Gardens Dr # 204  
Pompano Beach, FL 33069  
300 Gardens Dr # 204  
Pompano Beach, FL 33069

Article VIII SUBSCRIBERS

NAME

Ana V. Wilson  
  
Juan C. Castillo

ADDRESS

300 Gardens Dr # 204  
Pompano Beach, FL 33069  
300 Gardens Dr # 204  
Pompano Beach, FL 33069

SHARES

76%  
  
24%

PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC  
6216 S.W. 8 ST  
MIAMI, FL 33144  
TEL: (305) 265-1566

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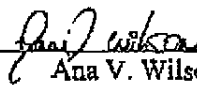
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**SECOND:** The date of each amendment's adoption January 7, 2003

**THIRD:** Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- ( ) The amendment 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:  
"The number of votes cast for the amendment was/were sufficient for approval by .
- ( ) The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- ( ) The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 07 day of January, 2003.

Signature   
Ana V. Wilson  
President

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