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BASIC AMENDMENT

CITY PLAZA CORP.

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Prepared By: Mark E. Rousso, Esq. ROTH, ROUSSO & DARRACH, P.A. 18851 NE 29th Ave, Suite 900 Aventura, FL 33160

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CITY FLAZA CORP

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED THAT:

FIRST:

THE FOLLOWING SHALL BE REMOVED AS President:

Saal, Jose Norberto 321 Jefferson St. 2nd. Floor Hollywood, FL 33019

SECOND:

THE FOLLOWING SHALL BE REMOVED AS Vice President:

Rousso, Mark E. 321 Jefferson St. 2nd. Floor Hollywood, FL 33G19

THIRD:

THE FOLLOWING SHALL BE THE NEW President OF THE

AFOREMENTIONED CORPORATION:

Grosskopf, Manuel
321 Jefferson St. 2nd. Floor
Hollywood, FL 33019

FOURTH:

THE FOLLOWING SHALL BE THE NEW Vice President OF THE AFOREMENTIONED CORPORATION:

Saal, Jose Norberto 321 Jefferson St. 2nd Floor Hollywood, FL 33019

FIFTH:

THE DATE OF THE AMENDMENT'S ADOPTION WAS October 20th,

2003.

SIXTH:

THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

Signed this October 21th, 2003.

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