P00000106360

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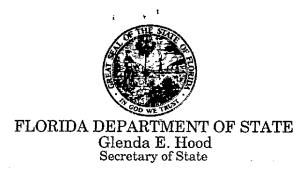


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October 17, 2003

OVERSEAS RESOURCES, INC. 2013 HARDING STREET HOLLYWOOD, FL 33020

SUBJECT: OVERSEAS RESOURCES, INC. Ref. Number: P00000106360

We have received your document for OVERSEAS RESOURCES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

BEOTINE OF

Letter Number: 603A00056837

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OVERSEAS RESOURCES, INC.

We, the undersigned President and Secretary, respectively, of OVERSEAS RESOURCES, INC., a corporation organized under the laws of the State of Florida and located in t Hollywood, Florida, hereby certify:

- The name of the corporation is OVERSEAS RESOURCES, INC., 1.
- 2. Article V of the Articles of Incorporation of OVERSEAS RESOURCES, INC. is hereby amended to read:

The street address of the principal office and mailing address of this corporation is 2013 Harding Street, Hollywood, Florida 33020. The name of the registered agent at that address is ROBERT HENRY.

Article VI of the Articles of Incorporation of OVERSEAS RESOURCES, INC., is 3. hereby amended to read:

> This corporation shall have two directors. The names and address of these directors are: JOSE ARBULU, 2643 Fillmore Street, Hollywood, Florida 33020, and ANDREW TESSLER, 2013 Harding Street, Hollywood, Florida 33020.

The foregoing Amendment was adopted by the Directors and by the Shareholders 4. unanimously on October____/O , 2003.

IN WITNESS WHEREOF, the undersigned President/Director and Secretary/Director of this corporation have executed this Certificate of Amendment of Articles of Incorporation, this day of October, 2003.

President/Director

RESOURCES, INC.

(SEAL)

ANDREW TESSLER Secretary/Director

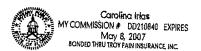
STATE OF FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FIDEL ACUNA, known to me and known by me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and he acknowledged before me that he executed said Certificate of Amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of October, 2003..

NOTARY PUBLIC

My Commission Expires:



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STATE OF FLORIDA)
COUNTY OF) SS:
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANDREW TESSLER, known to me and known by me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and he acknowledged before me that he executed said Certificate of Amendment of Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, thisday of October, 2003.
NOTARY PUBLIC
My Commission Expires:
ACCEPTANCE OF REGISTERED AGENT
Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.
DATED this/5 day of October, 2003.
RNA

HENRY known to me personally.

Characto Mila

My Commission Expires:



RESIGNATION FOR FIDEL ACUNA FROM OVERSEAS RESOURCES, INC.

I, the undersigned President of OVERSEAS RESOURCES, INC., do hereby tender my resignation as officer and director to take effect immediately.

FIDEL AGUNA

DATED _____ day of October, 2003.