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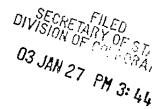


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Amend.

V SHEPARD JAN 3 1 2003



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ART 2000, INC	
(present name)	
P00000113260	
(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)

ADOPTED AMENDMENT TO ARTICLE V AS FOLLOWS:

FRANCES BATISTA RESIGNS AS DIRECTOR.

JESUS FUERTES, 1644 SW 8TH STREET, MIAMI, FL 33135, IS NAMED DIRECTOR.

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: 1	The date of each amendment's adoption: JANUARY 10, 2003		
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.		
ū	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"		
Ø	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 107H day of JANUARY 2003		
Signature_	Jan. Batiler		
_	(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)		
	FRANCES BATISTA		
	(Typed or printed name)		
	DIRECTOR		
	(Title)		