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BASIC AMENDMENT

VDS SYSTEMS INC.

Certificate of Status	0
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Feb 17 03 01:42P EXPRESS (([1]0300054274)))

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

VDS SYSTEMS INC.
(present name)
P01000011510
(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)

THE NEW BOARD OF OFFICER/DIRECTOR(S) SHALL BE:

MARISOL PADRON (P/S/D) SERGIO H. PADRON (V/D) 4961 S.W. 75TH AVENUE MIAMI, FL 33155

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: T	he date of each amendment's adoption: 2/17/03	
	Adoption of Amendment(s) (CHECK ONE)	
2	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
D	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)	
	(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.	
Signature	Signed this 17 day of FEBRUARY 2003 (By the Chairman or Vice Chairman or 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)	
	SERGIO H. PADRON	
and the second	(Typed or printed name)	
	P/S/D	
	(Title)	