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Roberto J. Ortiz
Milton Fuentes

September 12, 2002

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL

RE: Medley Fuels, Inc.

Amend

700007806127--5
-09/17/02--01061--003
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find check no. 7437 for the amount of \$35.00 to file the enclosed Articles of Amendments to the Articles of Incorporation for the above referenced company.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

CUEVAS & RUBIN, P.A.

Alexandra Perez
Alexandra Perez

For the Firm

AC:ap

Encl.

client-firm/client m-p/ereira alberto/purchase of shares/divisioncorp-01

FILED
02 SEP 17 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
9/24/02

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MEDLEY FUELS, INC.

FILED
02 SEP 17 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments(s) adopted:

A) Article V is hereby amended to change the directors of the Corporation to the following:

Director/President/Treasurer: Jaime Sebastiao De Gouveia
Address: 10200 NW 116th Way
Medley, Florida 33178

Director/Vice – President/Secretary: Joao Alberto Pereira Ferreira
Address: 10200 NW 116th Way
Medley, Florida 33178

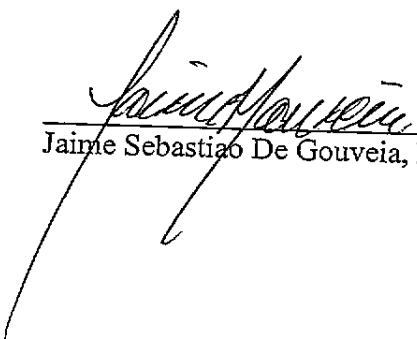
SECOND: The resignation of Fairbans Argenis Sanchez is hereby accepted, and is attached hereto as Exhibit "A" to this document.

THIRD: Adoption of Amendments and Resolution

XXXX The amendment(s) and resolution were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 9 day of September, 2002.

Signature:


Jaime Sebastiao De Gouveia, Director and President