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BASIC AMENDMENT

MEDLEY FUELS, INC.

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Page Count	02
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AMENDED
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1/17
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FLORIDA DEPARTMENT OF STATE
Ken Deitzner
Secretary of State

January 17, 2003

MEDLEY FUELS, INC.
10200 NW 116TH WAY
MEDLEY, FL 33178

SUBJECT: MEDLEY FUELS, INC.
REF: P01000029190

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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

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: Amendments(s) adopted:

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

Director/President/Treasurer: Carlos Fontecilla
Address: 10200 NW 116th Way
Medley, Florida 33178

Director/Vice - President/Secretary: Isabel Fontecilla
Address: 10200 NW 116th Way
Medley, Florida 33178

SECOND: The resignations of Joao Alberto Pereira Ferreira, Maria Jacinta Leitao Ferreira, and Jaime Sebastiao De Gouveia are hereby accepted.

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. 01/15/03

Signed this 15th day of January, 2003.

Signature:


Carlos Fontecilla, Director and President

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