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BASIC AMENDMENT

18 BROTHERS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
18 BROTHERS, INC.

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(Present Name)

Pursuant to the provisions of section 607.1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE V
NEW BOARD OF DIRECTORS

The new Board of Directors shall be as follows:

NAME	ADDRESS	OFFICE	SHARES
Carmania Guzman	1330 NE 161 St. N. M. Beach, Fl. 33162	President	200
Rafael N. Hernandez	1330 NE 161 St. N.M. Beach, Fl. 33162	V/President	100
Luis Hernandez	1330 NE 161 St. N.M. Beach, Fl. 33162	Treasurer	200

SECOND: If an amendment provides for an exchange, reclassification or cancellation or issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 11/17, 2003

FOURTH: Adoption of Amendment(s) (Check one)

The amendment(s) was/were adopted by the incorporators or Board of Directors without shareholders action and shareholders action was not required.

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

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HO 3000320553

_____ The amendment(s) was/were approved by 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)

Signed this 11 days of 17, 2003.

18 BROTHERS, INC.

(Corporation Name)

By 

RAFAEL N. HERNANDEZ - TREASURER

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