

Acero Systems, Inc.
6073 NW 167 Street, Suite C-7
Miami, Florida 33015
(954) 971-0911

PO1000061384

October 26, 2001

Florida Department of State
Division of Corporations, Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Please process the enclosed Articles of Amendment accordingly and send me a Certified Copy of the Amendment as well as a Certificate of Status. Payment for the following service fees is enclosed:

Amendment of any record	\$35.00
Certified copy of amendment	\$ 8.75
Certificate of status	\$ 8.75
<hr/>	
Total check enclosed:	\$52.50

Sincerely,



Robert Castro
President
Acero Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO1 000061384
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Amended
#Outlook
#Outlook

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF**

Acero Systems, Inc.
(present name)

P01000061384
(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)*

Amendment to ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is:
6073 NW 167 STREET, SUITE C-7
MIAMI, FLORIDA 33015
and the mailing address is the same

Amendment to ARTICLE 5 - PRESIDENT
ARTICLE 5 - OFFICERS/SHAREHOLDERS

The names, titles, and addresses of the officers/shareholders of this Corporation are:

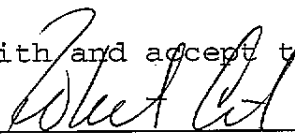
Robert Castro	President	106 SW 87 Lane
	Secretary/Treasurer	Coral Springs, FL 33071
Frank Yglesias	Vice President	14993 SW 21 Street
		Miramar, FL 33027
Manuel Flores	Vice President	7485 Fairway Drive, #420
		Miami, FL 33014

Amendment to ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation is 106 SW 87 LANE, CORAL SPRINGS, FLORIDA 33071. The name and address of the registered agent of this corporation is ROBERT CASTRO, residing at 106 SW 87 LANE, CORAL SPRINGS, FLORIDA 33071.

Robert Castro: I am familiar with and accept the obligations of this position.

Signed: _____



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TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment is not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 26, 2001.

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) were sufficient for approval.
- 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)

- 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 26th day of October, 2001.

Signature



(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)

Robert Castro
(Typed or printed name)

President/Secretary/Treasurer
(Title)

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TALLAHASSEE, FLORIDA