

P01000061384

SECRETARY FILED
DIVISION OF CORPORATIONS
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(Requestor's Name)

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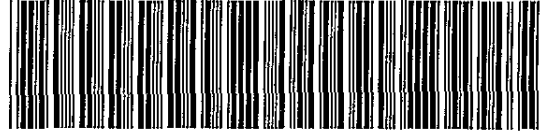
(Business Entity Name)

(Document Number)

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01/06/03--01056--017 **52.50

Amend.

V SHEPARD JAN 13 2003

Acero Systems, Inc.
6073 NW 167 Street, Suite C-4
Miami, Florida 33015
(954) 971-0911

January 2, 2003

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
Secretary
Acero Systems, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN -6 PM 3: 32

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

Acerro 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 5 - PRESIDENT
ARTICLE 5 - OFFICERS/SHAREHOLDERS

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

Frank Yglesias: President	14993 SW 21 Street Miramar, FL 33027
Robert Castro: Vice President	106 SW 87 Lane Coral Springs, FL 33071
Cesar Cuenca: Secretary/Treasurer	1802 SW 84th Court Miami, FL 33155

** Note that Manuel Flores is no longer an officer/shareholder of this Corporation.

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

THIRD: The date of each amendment's adoption: January 2, 2003

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 2nd day of January, 2003

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)

Secretary
(Title)