

Florida Department of State

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BASIC AMENDMENT

R-GALLO ENTERPRISES, INC.

Certificate of Status	0
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Page Count	01
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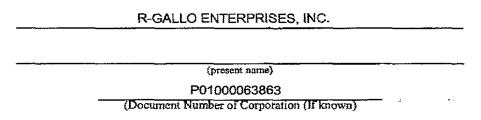
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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)

THE NEW BOARD OF DIRECTOR/OFFICER WILL BE:

RODOLFO RODRIGUEZ GALLO (P/D) 3645 SW 25 ST. MIAMI, FL 33133

PABLO ZERQUEDA (V/D) 3031 SW 22 ST. MIAMI, FL 33145

RODOLFO C. RODRIGUEZ (S/T/D) 900 BAY DRIVE APT: 222 MIAMI BEACH, FL 33141

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

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THIRD:	The date of each amendment's adoption: 1-29-03
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)
E	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/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)
ī	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
E	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 29 day of JANUARY 2003
Signature	(D) 1863
Signature	(D) 1863
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR
Signature	(By the Chairman of 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)
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
Signature	(By the Chairman of 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) RODOLFO RODRIGUEZ GALLO
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) RODOLFO RODRIGUEZ GALLO (Typed or printed name)