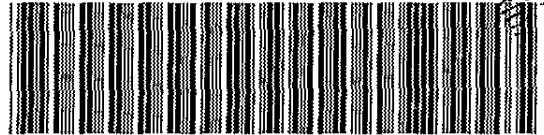


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Golden Years, Inc.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOLDEN YEARS, INC**

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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: Amendment #1 - The new President, Vice-President, Secretary and Treasurer of the Corporation is Rafael Solano, 4095 Sw 137th Ave, Ste 13, Miami, Fl 33175; Amendment #2 - The sole director of the Corporation shall be Rafael Solano, 4095 Sw 137th Ave, Ste 13, Miami, Fl 33175; Amendment #3 - The new registered agent for the Corporation shall be Ninnette M. Ortiz, 1455 NW 14th Street, Miami, FL 33125

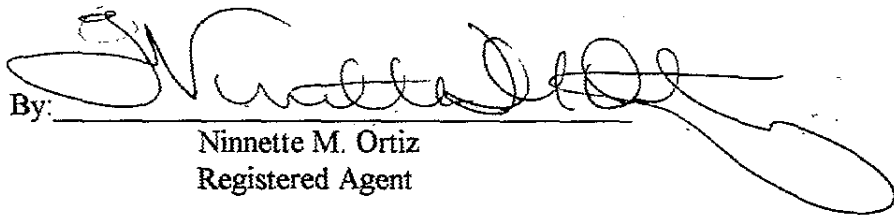
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **November 12, 2002**

FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 12th day of November, 2002.

Golden Years, Inc.

By: 
Ninnette M. Ortiz
Registered Agent

I hereby accept the obligations and responsibility of being the registered agent for above referenced corporation.


Ninnette M. Ortiz