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J.V.C. ACCOUNTING, INC. 10028 S.W. 16TH STREET PEMBROKE PINES, FLORIDA 33025

April 22, 2003

Ms. Annette Ramsey
Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Annette:

Re: Arfrican Queen Inc.

Enclosed please find:

Resignation of officer \$35. + 8.75

Articles of Amendment \$35. + 8.75

Change of Registered Agent \$35. + 8.75

And check # 1766 \$131.25 which includes the fees for the all of the above plus the certificates for each.

Please mail all of the above to me via Fed Exp A/C 1687-6669-6.

I thank you for all your help.

Yours truly,

Teannette Campbell Correa

President

J.V.C.Accounting, Inc.

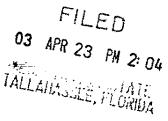
Tel. (954) 436-7542

Fax. (954) 433-9895

Pagers (954) 390-2390 & (305) 540-5464

E-Mail: JCAMPBELL@JVCACCOUNTING.COM

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



AFRICAN QUEEN INC.

(present name)

P01000089958

(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)

ARTICLE VI OFFICERS AND DIRECTORS

Makram Gaha
Director/President/Treasurer/Secretary
4180 N.W. 32nd Avenue
Miami, Florida 33142

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: April 17, 2003
	: Adoption of Amendment(s) (CHECK ONE)
	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"
V	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 17th day of April 2003
Signature	De 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)
	Makram Gaha
	(Typed or printed name)
	Director/President/Treasurer/Secretary
	(Title)