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FILED
2001 NOV 14 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DOLLAR SAVER'S STORE, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulliette NOV 14 2001

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOLLAR SAVER'S STORE, CORP.**

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 adopted: Articles IV and V being amended

ARTICLE IV: REGISTERED AGENT:

Registered agent has being changed for : **Beatriz V. Valarino.**
9431 Fontainebleau Blvd, #202
Miami, Florida 33172.

ARTICLE V OFFICER (S): The officer(s) shall now read:

President: **Beatriz V. Valarino.**
9431 Fontainebleau Blvd, #202
Miami, Florida 33172.

Vice President: **Gabriela Foschi.**
9431 Fontainebleau Blvd, #202
Miami, Florida 33172.

Secretary: **Alejandro Perez.**
9431 Fontainebleau Blvd, #202
Miami, Florida 33172.

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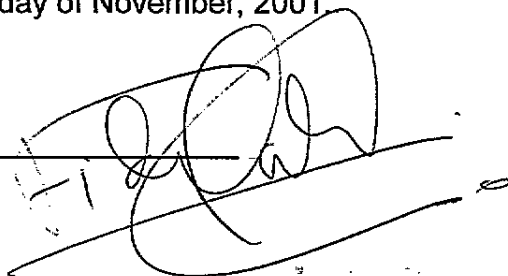
SECOND: The date of each amendment's adoption: November 12, 2001.

THIRD: Adoption of amendment(s):

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 12th day of November, 2001.

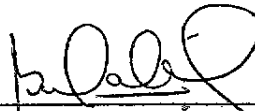
Signature:
Fidel A. Pablos
President.



CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

A handwritten signature in black ink, appearing to be "K. Dale", written over a horizontal line.

REGISTERED AGENT SIGNATURE.