

P01000101183

October 18, 2001

Division of Corporation
Amendment Office
P.O. Box 6327
Tallahassee, FL 32314

100004652541--5
-10/25/01--01023--003
*****35.00 *****35.00

Re: Tropix Records, Inc.
Doc# P01000101183
Amendment for: Article V and Article VI

To Whom It May Concern:

Attached please find an *Article of Amendment to Articles of Incorporation* for Tropix Records, Inc. A *New Registered Agent* acceptance form. As well as a *check* for the applicable filing fee of: \$35.00 (Thirty-Five Dollars).

For Article V Initial Officers/Directors:

Please add: Ingrid Chinchilla Castro
Secretary
12342 SW 132nd Court
Miami, FL 33186-6451

The following amendment applies to Article VI Registered Agent:

From: Lizette Santana
12342 SW 1232nd Court
Miami, FL 33186-6451

To New Registered Agent: Alex Arias
12342 SW 132nd Court
Miami, FL 33186-6451

You may reach us at: 305.234.1297 or by writing at: 12342 SW 132nd Court, Miami, FL 33186-6451.

Thank you,


Lizette Santana
Administrative Director

Attachments: 1. Articles of Amendment.
2. Registered Agent Acceptance letter.
3. Check of \$35.00.

Amend.

V SHEPARD OCT 30 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 25 PM 2:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 25 PM 2:46

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Tropix Records, Inc.

(present name)

PO1000101183
(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 V Initial Officers / Directors:
Please add: Ingrid Chinchilla Castro
Secretary
12342 SW 132nd ct
Miami, FL 33186-6451

Amendment to Article VI Registered Agent:
from: Lizette Santana, 12342 SW 132nd ct
Miami, FL 33186-6451
to new Registered Agent: Alex Arias
12342 SW 132nd ct, Miami, FL 33186
(See Attached)

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:

N/A

THIRD: The date of each amendment's adoption: 10/18/01

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) 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)

- 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 18 day of October, 2001.

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)

Alex Arias
(Typed or printed name)

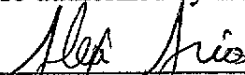
President & Treasurer/Incorporator
(Title)

Article VI

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent, in the State of Florida.

1. The name of the Corporation: **Tropix Records, Inc.**
2. Mailing Address: 12342 SW 132nd Court, Miami, FL 33186-6451
3. Date of incorporation/qualification: 10/18/01.
4. Document number: P01000101183
5. Name and address of the current registered agent:
Lizette Santana
12342 SW 132nd Court
Miami, FL 33186-6451
6. Name and address of the new registered agent:
Alex Arias
12342 SW 132nd Court
Miami, FL 33186-6451

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of Officer, Chairman of the Board & President)

10/18/01

(Date)

Alex Arias.

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(Signature of Registered Agent)

10/18/01

(Date)

Alex Arias

(Typed or print Name)

President & Chairman of Board

(Capacity)