P0200000557

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CARIBBEAN ENTERTAINMENT MANAGEMENT CORP 18832 SW 28th Street Miramar, Florida 33029 Tel: 954 437 5779

October 29th, 2002

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Caribbean Entertainment Management Corp. Document Number: P0200000557

Enclosed herewith are the following:

- 1. Amendment to Articles of incorporation naming officer of the corporation; and
- 2. Cheque in the amount of US\$52.50 for filing fee and two certified copies of the amendment.

Our return address and contact telephone number are the abovementioned.

We look forward to your response hereto.

President

Lloyd Stan

Caribbean Entertainment Management Corp.

02 OCT 31 PM 12: 55 SECRETARY OF STATE TALL AHASSEE, FLORIC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



CARIBBEAN ENTERTAINMENT MANAGEMENT CORP.

(present name)

P02000000557

(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 VII to be added to read as follows:

"The name and address of the officer of the corporation is: Lloyd Stanbury - President 18832 SW 28th Street Miramar, Fl. 33029 "

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:

[&]quot; Not applicable "

THIRD:	The date of each amendment's adoption: November 5th, 2002		
	: 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.		
Z	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 29th day of October , 2002		
Signature			
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)		
	Lloyd Stanbury		
	(Typed or printed name)		
	Incorporator		
	(Title)		