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Amend.

February 24, 2003

Ammendment Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

Following please find amendments to be made to the Articles of Incorporation for Terra International Realty, Inc- Document number: P 02000002525.

Any correspondence regarding this transaction should be sent to:

Terra International Realty, Inc. Att. Leonel Martinez, Jr. 5831 SW 83 Street South Miami, Florida 33143

(305) 801-7221

Thank you,

Denise G. Martinez

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Terra International Realty, Inc.

(present name)

Po 2 0000 25 35

(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 3- Amend to: 5831 SW 83 Street. South Milani, TE 33143

Article 5: Amend to: President: Leonel Martinez, Jr.

Vice President: Leonel Martinez, Jr.

Secretary: Leonel Martinez, Jr.

Treasurer: Leonel Martinez, Jr.

Treasurer: Leonel Martinez, Jr.

Debte: Denise Martinez & Andres Monsalve.

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Article 6: Amend: Director: Leonel Martinez, Jr.
Delete: Denise Martinez: Andres Monsalve.
Article 7: Amend: Shareholder: Leony Martinez, Jr. 200 share:
Delete: Denise Martinez: Andres Monsalve.

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: T	the date of each amendment's adoption: 2/24/03	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
132	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"	
	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 24 day of February , 2003.	
Signature	Mii Ollats	
0	(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)	
	Denise G. Martinez (Typed or printed name)	
	President.	
	(Title)	