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Amend.

C. Coulllette JUN 07 2004

CAPITAL CONNECTION, INC.

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Galifa, Inc.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GALIFO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment #1 - The new President, Secretary and Treasurer of the Corporation is Joel Santana, 8600 NW South River Drive, Miami, FL 33166; Amendment # 2- The new registered agent of the Corporation is Joel Santana, 8600 NW South River Drive, Miami, FL 33166; Amendment # 3- The new Vice-President is Sergio L Ruiz, 8600 Nw South River Drive, Mimi, FL 33166

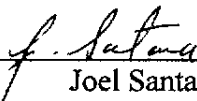
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **June 4,2004**


FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 4rd day of June, 2004

Galifo, Inc.

By: 
Joel Santana
Director

I hereby accept the obligations and responsibility of being the registered agent for the above referenced matter.


Joel Santana