

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Habited, Corp.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HABITAD, CORP.**

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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:

The articles to be amended is Articles VI. This Article will be amend as following:

ARTICLE VI: BOARD OF DIRECTORS

This article will read as follows:

The Corporation shall have one (1) Officer to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the Officers are:

Gloria Estela Muñoz
10376 NW 128 Terrace
Hialeah Gardens, Florida 33018

President

SECOND: The date of each amendment's adoption was made on September 11, 2002.

THIRD: The adoption of Amendment's:

- The amendment of the article of incorporation was approved by Board of Directors. The shareholders. The number of votes cast for the amendment was sufficient for approval. No shareholders action is required.

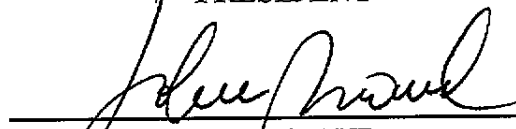
Signed this 11th day of September, 2002.



MR. JORGE BUITRAGO
PRESIDENT



MR. JAIME ARCILA
DIRECTOR



MR. JOHN J. BRAND
GENERAL MANAGER