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BASIC AMENDMENT

ARISTA PROPERTIES, INC.

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Amendment

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ARISTA PROPERTIES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Arista Properties, Inc. (P020000032939) adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

ARTICLE VIII. OFFICERS

The Officers of the Corporation are:

President:	Samuel J. Meli
Vice President:	Mary Ann McCall

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Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted August 19, 2002 by the Board of Directors.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Arista Properties, Inc.

By: Samuel J. Meli

Name: Samuel J. Meli

Title: President

Date: 8-19-02

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