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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TOTAL SOLUTION SERVICES, CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TOTAL SOLUTION SERVICES, CORP.

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

FIRST: Amendment(s) adopted:

ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

4402 Dogwood Circle
Weston, FL 33331

ARTICLE VI, OFFICERS AND DIRECTORS

The names and addresses of the Officers and Board of Directors of this corporation are:

Eduardo Manzanares	President and Director
4402 Dogwood Circle	
Weston, FL 33331	

Ricardo Beilmann	Director
4460 Blossom Lane	
Weston, FL 33331	

Alvaro Gorriin	Director
400 South Dixie Highway	
Coral Gables, FL 33146	

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TALLAHASSEE, FLORIDA

REGISTERED AGENT

The new registered agent of this corporation shall be:

Eduardo Manzanares
4402 Dogwood Circle
Weston, FL 33331

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 is November 15, 2002.

FOURTH: Adoption of the Amendment

There amendment was adopted by the shareholders, and the number of votes cast for the amendment was sufficient for approval.

Signed this 15th day of November 2002.


+

Eduardo Manzanares / president

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY.



x
Eduardo Manzanares