

PO2000037458

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

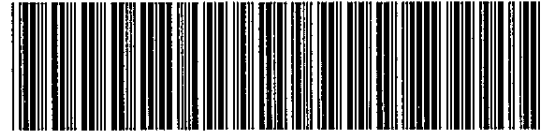
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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Armed

07/19/04 --U1023--009 **35.00

FILED RECEIVED
04 JUL 19 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION DIVISION
STATE OF FLORIDA

AJR
7/19/04

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

OFFICE USE ONLY

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

1. Titanic Video store, corp PO20000037458
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| 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 |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
04 JUL 19 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

____ TITANIC VIDEO STORE, CORP ____

(Present name)

Doc. # P02000037458

*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: (indicate article number(s) being amended,
Added or deleted)*

ARTICLE VII: Deleted: Carlos Vega -----V.President

Address:9115 Gran Canal Drive

Miami FL 33174

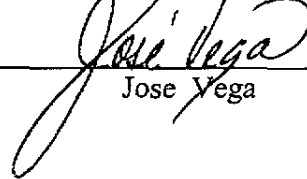
250 Shares---\$1.00---\$250.00

Added:Jose Vega-----V.President

Address:1874 W Flagler St. Apt # 3

Miami FL 33135

250 Shares---\$1.00---\$250.00



Jose Vega

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

THIRD: The date of each amendment's adoption: 07/01/2004 _____.

FOURTH: Adoption of Amendment(s) (check one)

X 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 _____."

(Voting group)

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 15 day of July, 2004.

Signature _____

(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)

Didier Milian

Typed or printed name

President

Title