

PD2000038855

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

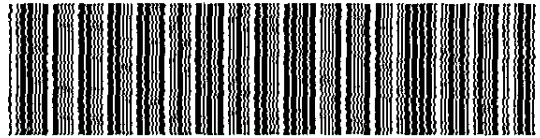
(Business Entity Name)

(Document Number)

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03 NOV -3 AM 9:32
ALLAHASSEE, FLORIDA
FILED

Rs 11/6/03
Amend -

DENNIS J. CHIN, C.P.A.
Certified Public Accountant

TAMIAMI COMMERCENTER
13501 SW 128TH STREET, SUITE 108
MIAMI, FL 33186

TEL: (305) 255-1040
FAX: (305) 378-1040

October 30, 2003

Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendments to Articles of Incorporation of Popular Real Estate, Inc.
Doc. # P02000038855

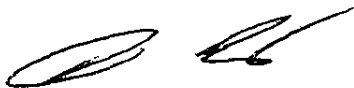
To Whom It May Concern:

Please find the attached duly executed Articles of Amendment to Popular Real Estate, Inc. along with a check in the amount of \$35.00 for the filing fee.

Please mail the approved articles of amendment to the above address.

I would like to thank you in advance for your prompt assistance in this matter.

Sincerely,



Dennis J. Chin, CPA

FILED

03 NOV -3 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Popular Real Estate, Inc.

(Present Name)

P02000038855

(Document Number of Corporation (If known))

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

1. Article V - Initial Officers / Directors of Popular Real Estate, Inc., a Florida Corporation is hereby amended to read as follows:

Lori Talbott
7336 Winder Court
Lake Worth, FL 33467

President, Secretary, Director

PLEASE DELETE THE FOLLOWING DIRECTOR:

Roberto C. Castellanos
1686 Bel Air Ave.
Orlando, FL 32812

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: October 28, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 28 day of October, 2003

Signature: _____

Lori Talbott
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

Lori Talbott

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35