

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAY 23 PM 3:11

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

B & M NEW LINE INC.

(present name)

P02000043296

(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)*

IGOR ZALYAPIN IS HEREBY RESIGNING HIS FUNCTIONS AS PRESIDENT AND DIRECTOR OF B&M NEW LINE, INC. AS OF DATE OF THIS AMENDMENT

IGOR ESTRIN OF 2410 NE 11TH STREET, HALLANDALE FL 33009, ASSUMES THE POSITION OF PRESIDENT AND DIRECTOR OF B&M NEW LINE, INC.

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:

IGOR ZALYAPIN IS HEREBY SELLING 250 (TWO HUNDRED FIFTY) SHARES OF B&M NEW LINE, INC. TO IGOR ESTRIN OF 2410 NE 11TH STREET, HALLANDALE FL 33009

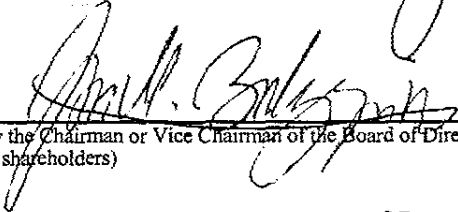
THIRD: The date of each amendment's adoption: May 20, 2003

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 20 day of May, 2003.

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)

IGOR M. ZALYAPIN
(Typed or printed name)

President
(Title)