P02000044699

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     Account Number  : I20050000172
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

KENDALL TOBACCO CORPORATION

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PS 11/8/05

Amend

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05 NOV -8 AM 6:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF CORPORATION
OF
KENDALL TOBACCO CORPORATION
(P02000044699)

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 adopted : **ARTICLE V II**
The principal place of business address:

Delete : 8031 LAKE DR.
APT. # 103
MIAMI, FL 33166

ADD : 10021 NW 27th TERRA
MIAMI, FL 33172

The mailing address of the corporation is :

Delete : 8031 LAKE DR.
APT. # 103
MIAMI, FL 33166

ADD: 10021 NW 27th TERRA
MIAMI, FL 33172

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as following:

The date of each amendment's adoption November 7, 2005.

THIRD : Adoption of Amendment:

______ The amendment(s) was / were approved by the shareholders. The number of votes cast for he 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 for each voting groups entitled to vote separately on the amendment(s).

______ The number of votes cast for the amendment(s) was / were sufficient for approval by ____________________________________.

__X___ 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 incorporator without shareholder action and shareholder action not required.

Signed this 8 day of November, 2005 by director(s)

ALEJANDRO MERCEDES
President