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

1. COLORS COMPUTERS & ACCESSORIES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(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	
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DIVISION OF CORPORATIONS

C. Coulliette JUL 31 2002

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
2002 JUL 31 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLORS COMPUTERS & ACCESSORIES, INC.

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 V: **New Vice-president:**

The new vice-president will be MR. EVER SALCEDO

New Distribution Shares:

RAFAEL CAZCO - PRESIDENT	50%
EVER SALCEDO - VICE-PRESIDENT	50%

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:

7/25/02.

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 shareholders 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 25 day of JULY, 2002

Signature x

Rafael Castro CEO

(By the 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)

x RAFAEL CASTRO

Typed or printed name

x PRESIDENT.

Title