Po2000049601

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Shomar Accounting, P.A.

Certified Public Accountant 7777 N.W. 146 STREET MIAMI LAKES, FLORIDA 33016

Tel: (305) 825-1123 FAX: (305) 513-5905

EMAIL: Shomar@shomaraccounting.com

SHADI J. SHOMAR, C.P.A., MST JOSEPH SHOMAR MEMBER:
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

August 29, 2003

Florida Division of Corporation P.O. Box 6327 Tallahassee, Fl. 32314

Sir/Madam:

Enclosed you will find the Articles of Amendment for DON JIM USA, INC. also enclosed is a check for the amount of \$35.00 in payment for:

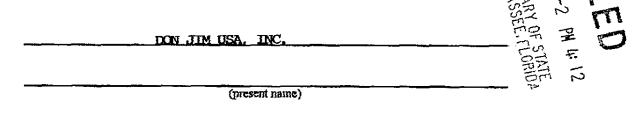
• Fees for the Articles of Amendment -----\$35.00

If you need any additional information you may contact me at the number above.

Sincerely,

Joseph Shomar

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



P0200049601
(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)

ARTICLE VII WAS AMENDED AS FOLLOWS:

PRESIDENT: FARES CHAABOUK

VICE-PRESIDENT: CARLOS CHAABOUK

SECRETARY: CARLOS CHAABOUK TREASURER: CARLOS CHAABOUK

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: AUGUST 30, 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
5	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.
Signature	Signed this Ash day of Angust 20c 3. Aby the Shirman of Vice Chairman of the Board of Directors, President or other officer if adopted by this should added.
	OR (By a director if adopted by the directors)
	(by a director if adopted by the threctors)
	OR
	(By an incorporator if adopted by the incorporators)
	CARLOS CHAABOUK. (Typed or printed engle)
	NIP - SECRETARY Director