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Division of Corporations
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BASIC AMENDMENT

PACIFIC ERECTORS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PACIFIC ERECTORS, INC.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE
FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS IS:

PRESIDENT: SILVIA HUMEL
V-PRESIDENT: CRAIG HUMEL

2. THE NEW SHARES DISTRIBUTIONS IS:

SILVIA HUMEL with 50% of shares # shares \$50.00
CRAIG HUMEL with 50% of shares # shares \$50.00
Total of both 100% # of shares in US Dollar \$100.00

3. THE NEW ADDRESS IS:

225 NE 23RD STREET APT 1412
MIAMI, FL 33187-4042

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 FOLLOW.

ADOPTIONS OF AMENDMENTS:

_____ THE AMENDMENT (S) WAS/WERE ADOPTED BY THE
INCORPORATORS OR BOARD OF DIRECTORS WITHOUT
SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT
REQUIRED.

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 X THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS. (THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS: February 19, 2004

By, 

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

TYPED OR PRINTED NAME: Silvia Humel

TITLE: President