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600005610226--B

-05/24/02--01047--007

*****35.00 *****35.00

OFFICE USE ONLY

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

1. SOUTH FLORIDA REALTY GROUP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

AP

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

SOUTH FLORIDA REALTY GROUP, INC.

(Present name)

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: (indicate article number (s) being amended, added or deleted).

Article VII: This article is being amended by adding one Director ;
William Filgueiras resident of 1620 S.W. 96th Ave.
Miami, Fl. 33165, is elected President, Secretary, Treasurer
and Principal Broker of South Florida Realty Group, Inc.

Article XII: This article is amended by changing the name of the Resident Agent to William Filgueiras, resident of 1620 S.W. 96th Ave.
Miami, Fl. 33165

Article X: This article is amended by assignment of capital stock:
Jose Filgueiras assigns (100) shares or 10% of his capital
stock to William Filgueiras.

William Filgueiras was elected President, Secretary, Treasurer,
Principal Broker and Resident Agent with (100) shares and
Jose Filgueiras held (900) shares of capital stock.

South Florida Realty Group, Inc.
1620 S.W. 96th Ave.
Miami, Fl. 33165

Second: The date of each
amendment's adoption:

May 14th , 2002

Third: Adoption of Amendment (s) (check one)

XXXX The amendment (s) was/were adopted by the incorporators without
shareholder action and shareholder action was not require.

(Continued)

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(Continued)

The amendment (s) was/were adopted the board of directors without shareholder action and shareholder action was not require.

The amendments(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.

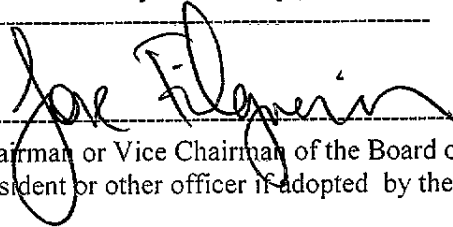
(The following statement must be separately provided for each voting group entitled to vote separatly on the amendment (s).)

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

by :

(voting group)

Sign this 14th day of May , 2002

By : _____

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

Jose Filgueiras

(Typed or print name)

Incorporator

(Title)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Having been named as registered agent and to accept service of Process for the above stated corporation at the place designated in the Articles of Incorporation. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the petitions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William Filgueiras

REGISTERED AGENT
WILLIAM FILGUEIRAS

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