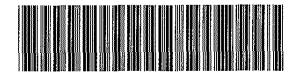
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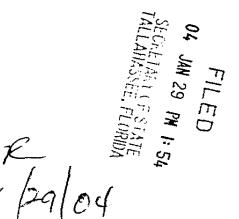
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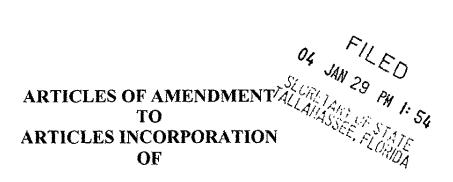


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Examiner's Initials



SP & FG INC.

(Present Name)

Pursuant to the provisions of section 607.1006, Florida States; this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Directors shall now read as follows:

CICAL

ALICIA RIVADENEIRA - (PRESIDENT)

1721 SW 93 Ct. Miami, FL 33165

Delete

PEDRO SPADA - (PRESIDENT)

Dolete:

GUSTAVO FELICEVICH - (VICE-PRESIDENT) Old Address: 2520 SW 22nd Street Miami, Fl 33145 New Address: 4350 NW 32nd Ave. Miami, Fl 33142

New Registered Agent:

ALICIA RIVADENEIRA

1721 SW 93 Ct. Miami, FL 33165

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: <u>January 27, 2004</u>
FOURTH: Adoption of Amendment(s) (check one)
[X] 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 for each voting group entitled to vote separately on each amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by
approval by
[] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Signed this 27 day of January, 2004
Signature:
(By the Chairman of Vice-Chairman of the directors, President or other officer if adopted by the shaholders)
OR
(By a director if adopted by the directors)
OR ,
(By an incorporator if adopted by the incorporators)
PEDRO SPADA
Typed or Printed Name
PRESIDENT
I REGIDENI
Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent.

Registered Agent Signature.