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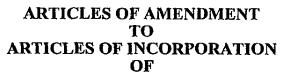
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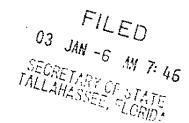


Amend 1/11/03

Articles of Amendment and payment enclosed.

Majestic Arranes and Exothes, Inc. 12544 N. Kendall Dr. Minni, FP. 33186 (305) 595-9777





MAJESTIC	AVIARIES	AND	EXOTICS,	INC.		
				· · · · · · · · · · · · · · · · · · ·		
 	(presen	t name)				

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(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 IV- SHARES

THE DIRECTORS REQUEST A CHANGE IN THE NUMBER OF SHARES FROM 50 TO 100.

ARTICLE V - OFFICERS/DIRECTORS/SHAREHOLDERS

MARIA I. REYES
11850 S.W. 64TH STREET
MIAMI, FLORIDA 33183
VICE-PRESIDENT/DIRECTOR
50 SHARES

MELISSA PEREZ-VELASCO 8899 S.W. 118TH STREET MIAMI, FLORIDA 33176 PRESIDENT/DIRECTOR 50 SHARES

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: T	he date of each amendment's adoption: DCCLABER 11, 2002.						
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						
ø	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.						
ü	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
Signature	Signed this day of ECEMBER, MARIA I. REYES CHAIRMAN OF THE BOARD By the Chairman or Vice 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)						
	(Typed or printed name)						
	(Title)						

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