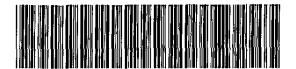
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O5 MAR -3 PM 4:52 SECRETARY OF STATE ALLAHASSEE, FLORIDA

B. J. REEVES

Attorney at Law –

6565 Taft Street, Suite 102, Hollywood, Florida 33024 954-963-4740 Fax: 954-985-7339

February 15, 2005

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: ARTICLES OF AMENDMENT

MIKE'S CUSTOM CARPENTRY REMODELING, INC.

CARTEL RECORDS, INC.

Dear Sir or Madam:

Enclosed please find <u>2 Articles of Amendment</u> for the referenced corporation and 2 checks in the amount of \$35.00. Your cooperation in processing the enclosed as soon as possible will be greatly appreciated.

Thank you very much for your assistance.

Respectfully,

B.J. Reeves

Enclosure Via FedEx



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 23, 2005

SUBJECT: CARTEL RECORDS, INC.

Ref. Number: P02000068019

We have received your document for CARTEL RECORDS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 605A00012769

Articles of Amendment

Articles of Incorporation 05 MAR -3 PM 4:52 of CARTEL RECORDS, INC. (Name of corporation as currently filed with the Florida Dept. of State) P02000068019 (Document number of corporation (if known) Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation: **NEW CORPORATE NAME (if changing):** CARTEL SOUTH COMPANY (Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") (A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.") AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC) (Attach additional pages if necessary) If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of ea	ch amendment(s) adoption: February 7, 2005	
Effective date	if applicable: February 7, 2005 (no more than 90 days after amendment file date)	
Adoption of A	mendment(s) (<u>CHECK ONE</u>)	
	amendment(s) was/were approved by the shareholders. The number of votes cast immendment(s) by the shareholders was/were sufficient for approval.	for
foll	amendment(s) was/were approved by the shareholders through voting groups. The wing statement must be separately provided for each voting group entitled to vote rately on the amendment(s):	
	The number of votes cast for the amendment(s) was/were sufficient for approval 1	by
	(voting group)	
	amendment(s) was/were adopted by the board of directors without shareholder act shareholder action was not required.	tion
	amendment(s) was/were adopted by the incorporators without shareholder action a cholder action was not required.	and
U	Gignature (By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)	
	CHRISTIAN RINCON, SR. (Typed or printed name of person signing)	
	CEO/President	
	(Title of person signing)	

FILING FEE: \$35