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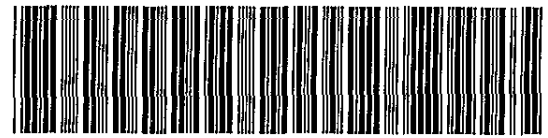
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SECRETARY OF STATE
ATLANTA, GEORGIA

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2/20/03
12-9-02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PROCESSING CORPORATION**

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 adopted: Article VI – Officers and Directors

The officers and directors who shall hold office starting September 15, 2002 and until their successors are elected are:

Eva Morales	President and Treasurer
Greg Mlacker	Secretary and Vice President

Sec. of State

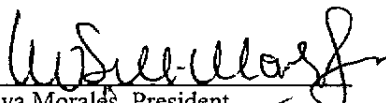
SECOND: The date of the amendment's adoption: September 15, 2002

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment sufficient for approval.

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TALLAHASSEE, FLORIDA

Signed this 8th day of November, 2002



Eva Morales, President



Greg Mlacker, Secretary