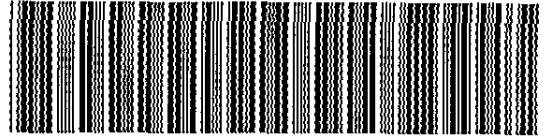


PO 2000094068

(Requestor's Name)

The Americas Dist. Center
7747 Pine Fork Dr.
Orlando, FL 32822



300009763053

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

01/13/03--11043--004 **35.00

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

*Amend de
1-16*

AMENDMENT OF ARTICLES

Department of State
Division of Corporations
P.O.BOX 6327
Tallahassee, FL 32314

Of: THE AMERICAS DISTRIBUTION CENTER, INC.

Enclosed is an original and one (1) copy of the Amendment articles and a check for:
\$35.00

From: ERNESTO PATINO
Name (printed or typed)

7747 PINE FORK DR
Address

ORLANDO, FL 32822
City, State & Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 13 PM 12:09

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

THE AMERICAS DISTRIBUTION CENTER, INC.

THE AMERICAS DISTRIBUTION CENTER, INC.
(present name)

P02000094068

(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 NUMBER VII

DELETE ADRIANA ROLDAN _ TITLE VP

ADD ARTICLE VIII

ADRIANA ROLDAN IS A SHAREHOLDER WITH A 1/3 OF NET PROFITS DURING ONE YEAR . TO PAY HER BACK AN INITIAL LOAN FROM HER TO THE COMPANY_ THE AMERICAS DISTRIBUTION CENTER, INC.-FROM AUGUST 29, 2002 to AUGUST 29, 2003.

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:

03 JAN 13 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THIRD: The date of each amendment's adoption: January 02, 2003

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 _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 07 day of January, 2003

Signature

Ernesto Patino, PD/Incorporator
(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)

ERNESTO PATINO
(Typed or printed name)

PRESIDENT

(Title)