

P02000095604

(Remactor's Name)

BELPA ENTERPRISES INC.
318 INDIAN TRACE # 291
WESTON, FL, 33326

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

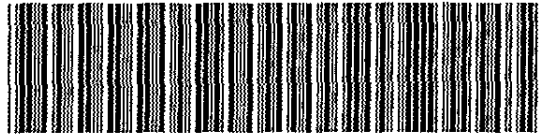
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

P02 000095604
6-12-03
HB Award

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BELPA ENTERPRISES INC.

(present name)

P 02000095604

(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 5 - OFFICER: The new officer of the Corporation will be:

President:	Belkis Tamara Barajas
Vice-President:	Pablo Chacon
Secretary:	Belkis Tamara Barajas
Treasurer:	Belkis Tamara Barajas

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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: 06 / 10 / 03

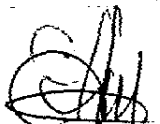
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 10 day of June, 2003

Signature 
(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)

BELKIS TAMARA BARAJAS

(Typed or printed name)

PRESIDENT

(Title)