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Fax Number : (850) 205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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BASIC AMENDMENT

R & R HOLDING INVESTMENTS, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 02 |
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6/28/04
Amend
of

B04000134479 3

FILED
04 JUN 28 PM 4:42
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
R & R Holding Investments, Inc.**

P02000105173
Document Number of Corporation (If Known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VII: Add: Luis Victoria as Director of R & R Holding Investments, Inc.

ARTICLE X: Should read as follow:
The name of the stockholders of the corporation are:
Manuel Romero owner of 34 stocks.
Iran Romeu owner of 33 stocks and
Luis Victoria owner of 33 stocks.

ARTICLE XI: The officers of the corporation are:
Mannel Romero President and Director
Iran Romeu Vice-President, Secretary and Director
Luis Victoria Treasurer and Director

SECOND: N/A

B04000134479 3

THIRD: The date of each amendment's adoption: June 24, 2004

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The numbers 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 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 Shareholders 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 25 day of June , 2004

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)

Manuel Romero
Typed or printed name

Director, Chairman of the Board
Title