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

2202 PLAYA, INC

(present name)

P02000109169

(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 III Amended

Sima Amselem 51 % of the shares

306 shares

Moshe Amselem 49 % of the shares

294 shares

Article VII - Amended

Sima Amselem

9195 Collins Ave., # 301

Surfside, FI 33154

Moshe Amselem

9195 Collins Ave., # 301

Surfside, FI 33154

Article XII - Amended

Sima Amselem (Director) 9195 Collins Ave., # 301

Surfside, FI 33154

Moshe Amselem (President) 9195 Collins Ave., # 301

Surfside, Fl 33154

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: July 20 th, 2003		
	: Adoption of Amendment(s) (CHECK ONE)		
Z	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 vot separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient		
	for approval by		
	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 21 day of July 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)		
	•		
	Moshe Amselem		
	(Typed or printed name)		
	President		
	(Title)		