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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P02-131300
6/16

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A PROFESSIONAL ASSOCIATION

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REPLY TO: X

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*OF COUNSEL

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

June 6, 2003

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Adrian-Ochoa Enterprises, Inc.

Dear Gretchen:

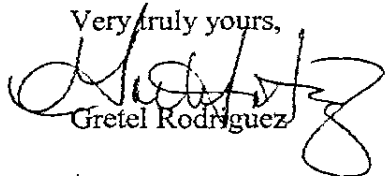
Enclosed please find the Articles of Amendment to the Articles of Incorporation of the above-referenced entity.

We have enclosed a check in the amount of \$35.00 for the amendment.

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,



Gretel Rodriguez

/gr

Enclosures

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADRIAN-OCHOA ENTERPRISES, INC.

Document No.: P02000131300

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: Amendments adopted:

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS:

Carmen L. Ochoa – President, Secretary and Director
2460 SW 137th Avenue, Suite 238
Miami, FL 33175

Adria Maria Adrian Almeida – Vice President, Treasurer and Director
2460 SW 137th Avenue, Suite 238
Miami, FL 33175

The following members are resigning from the corporation:

Oswaldo Ochoa, *Resigning* as Vice President and Director
2460 SW 137th Avenue, Suite 238
Miami, FL 33175

Adria Adrian, *Resigning* as Secretary and Director
2460 SW 137th Avenue, Suite 238
Miami, FL 33175

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:

N/A

THIRD: The date of each amendment's adoption is June 5, 2003.

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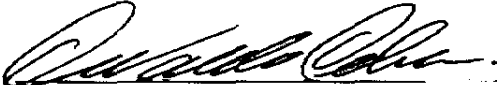
FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.


Signed this 5 day of June, 2003.


Carmen Ochoa, President

Resigning officers:


Osvaldo Ochoa

Date: 6/5/03


Adria Adrian

Date: 6/5/03

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