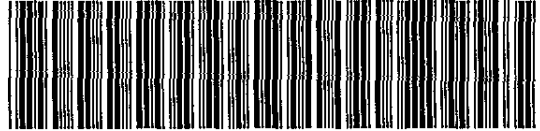


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Alicia Benitez, CPFA, PFA
CERTIFIED PUBLIC ACCOUNTANT
3896 S.W. 107 Ave. Miami, FL 33165



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Amend
T. Lewis 2/5/03

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

ATTILA, INC

(present name)

PO 2000131546

(Document Number of Corporation (If known))

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TALLAHASSEE, FLORIDA

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 VII- INITIAL OFFICERS (AMENDED)

Title: P

Bienvenida Carmen Lima
13701 SW 66 St
1118
Miami, FL 33183

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: 1/23/03


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 23 day of January, 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)

Charles Lima
(Typed or printed name)

President
(Title)