

Oct 27 03 12:44 p EXPRESS
Division of Corporations

305-444-9777

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BASIC AMENDMENT

AAA WORLDWIDE SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

AAA WORLDWIDE SYSTEMS, INC.

DOC.# P03000001858

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

FIRST: Amendments adopted:

ARTICLE VII – REGISTERED AGENT AND OFFICE:

**FRANCESCO FABIO., and the Registered Office shall be located at:
7350 N.W. 7 ST. Suite 104, Miami, Florida 33126**

ARTICLE VIII – OFFICERS AND MANAGEMENT:

FRANCESCO FABIO

PRESIDENT

ARTICLE X – DIRECTORS:

FRANCESCO FABIO

PRESIDENT

SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 20th , 2003.

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EXPRESS

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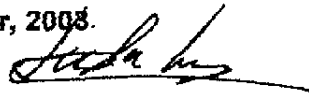
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FOURTH: adoption of Amendments:

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

Signed this 20th day of October, 2003.



Signature

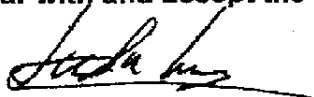
FRANCESCO FABIO.

Typed name

PRESIDENT

Title

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



FRANCESCO FABIO.

October 20th, 2003

Date