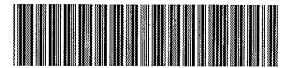
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Miami, FI AUGUST 13, 2003

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS PO BOX 6327 TALLAHASSEE, FL 32314

RE: VEN-CURIOSITIES, INC.

Document Number: P03000002987

Dear Sirs:

Enclosed please find a check for \$43.75 to cover the fees for an AMENDMENT OF ARTICLES OF INCORPORATION an certificate Copy And Ame. Please forward copy to:

843 N.W. 135 AVE. PEMBROKE PINES, FL 33028

Thanking you in advance for your attention.

Sincerely

LUZ MARINA ESPITIA

ACCOUNTANT

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

VEN-CURIOSITIES, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006., FLORIDA STATUES. THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST:

AMENDMENT (S) ADOPTED.

CHANGE ARTICLE II. TO CHANGE THE MAILING ADDRES FROM 7400 STERLING RD., AP. 1016, HOLLYWOOD, FL 33024 TO 843 NW 135 AVE, PEMBROKE PINES, FL 33028.

CHANGE ARTICLE V. TO REMOVE ALEXANDRA C. OLIVO, 843 N.W. 135 AVE. PEMBROKE PINES. FL 33028 AS REGISTERD AGENT AND ADD REINALDO OLIVO 843 N.W. 135-AVE, PEMBROKE PINES, FL 33028.

CHANGE ARTICLE VI. TO TREMOVE ALEXANDRA C. OLIVO AS PRESIDENT, AND ADD REINALDO OLIVO AS PRESIDENT AND TO ADD ALEXANDRA C. OLIVO AS SECRETARY.

SECOND: IF AN AMENDMENTS PROVIDES FOR AN EXCHANGE, ECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE

AMENDMENT ITSELF. ARE AS FOLLOWS:

Article IV -The board of directors reviewed and accepted offers from ALEXANDRA C. OLIVO to sell 50 shares of common stock for the sum of \$50,00 to REINALDO OLIVO, and from JOSE LUIS SEARA to sell 30 shares of common stock for \$30 to REINALDO OLIVO.

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION 08-11-2003

FOURTH: ADOPTION OF AMENDMENT (S) (CHECK ONE)

THE AMENDMENT (S) WAS/WERE ADOPTED BY THE INCORPORATES WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

	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 BOARD
	OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND
	SHAREHOLDER ACTION WAS NOT REQUIRED.
X	THE AMENDMENT (S) WAS/WERE APPROVED BY THE
	SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE
	AMENDMENT (S) WAS/WERE SUFFICIENT FOR APPROVAL.
	THE ARCENDAGENT (C) SHACASTED C ADDROGSTON DS/ THE
	THE AMENDMENT (S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.
	BER OF VOTES CAST FOR AMENDMENT (S) WAS/WERE FT FOR APPROVAL
	BY
	REHIALDO OLIVO - President
Signature by the Ch	nairman or Vice President of the Board of Directors, President or other officer if adopted by the Stockholders

VEN – CURIOSITIES, INC. P03000002987

11_DAY OF August , 2003

SIGNED THIS

VEN - CURIOSITIES, INC

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT AND DIRECTOR FOR

VEN - CURIOSITIES, INC

REINALDO OLIVO.

VEN – CURIOSITIES, INC. P0300002987