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Amend 10/3/03
T. Lewis

FROMBERG, PERLOW & KORNIK, P.A.
Attorneys at Law
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18901 N.E. 29th Avenue
Aventura, Florida 33180

Jeffrey M. Perlow

Telephone: (305) 933-2000
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September 23, 2003

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: Skyline International Realty Corp.
Document No. P03000008123

Dear Sir/Madam:

Enclosed for filing is Articles of Amendment with attachment for the above corporation. We have also enclosed a check in the amount of $35.00 to cover the cost of filing said Amendment. Please confirm receipt and filing of the enclosed Amendment once processed.

Thank you for your attention to this matter.

Very truly yours,

Andra J. Siler
Legal Assistant to
JEFFREY M. PERLOW

/ajs
Enc.

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SKYLINE INTERNATIONAL REALTY CORP.

FILED
03 SEP 29 PM 12: 32

Pursuant to the provisions of Section 607.1006, Florida Statutes, the above Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation were amended and same were adopted on August 25, 2003. The Articles of Incorporation shall be amended in its entirety pursuant to said Amended Articles of Incorporation of Skyline International Realty Corp. attached hereto as Exhibit "A".

SECOND: There are no exchanges, reclassifications or cancellation of issued shares contained in the Amendment.

THIRD: The date of the Amendment's adoption is August 25, 2003.

FOURTH: The Amendment was adopted by the Incorporator without shareholder action and shareholder action was not required.

DATED this 29th day of AUGUST, 2003.

Diane Cohen

DIANE COHEN, Incorporator

AMENDED

ARTICLES OF INCORPORATION

OF

SKYLINE INTERNATIONAL REALTY CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: SKYLINE INTERNATIONAL REALTY CORP.

The principal place of business shall be: 20355 N.E. 34th Court, Suite 1225, Aventura, Florida 33180.

ARTICLE II

This corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B. To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

Prepared by: Jeffrey M. Perlow, Esq.
20801 Biscayne Boulevard, #505
Aventura, Florida 33180
(305) 933-2000
FL Bar No.: 206725

EXHIBIT
"A"

C. To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

D. To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever, and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

E. To factor, lend or borrow money, be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

F. To act as agent, broker or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature, an din managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

I. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, note evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights' to investigate and report with respect to; and to undertake, carry on, aid assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

J. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

K. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

L. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at anytime appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

N. To exercise all of the powers which are now or may be hereafter conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Seven Thousand Five Hundred (7,500) shares at One and 00/100 ($1.00) Dollars par value per share, common stock.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than One Thousand and 00/100 ($1,000.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The registered office of this Corporation shall be at 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180. The Registered Agent at the above address is DADE COUNTY CORPORATE AGENTS, INC.

ARTICLE VII

This Corporation will be managed by the Stockholders. There will be no Directors.

ARTICLE VIII

The names and addresses of the Officers of the Corporation are:

President: DIANE COHEN
Suite 1225
20355 N.E. 34th Court
Aventura, Florida 33180

ARTICLE IX

The name and address of the Incorporator signing these Articles is Diane Cohen whose address is 20355 N.E. 34th Court, Suite 1225, Aventura, Florida 33180.

ARTICLE X

All of the authorized shares of capital stock of this Corporation have been subscribed for by Diane Cohen.

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 25th day of AUGUST, 2003.

DIANE COHEN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 25 day of AUGUST, 2003.

DADE COUNTY CORPORATE AGENTS, INC.

By: JEFFREY M. PERLOW