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Florida Department of State Division of Corporations

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To:

Division of Corporations

Fax Number

: (850)205-0380

: FAS-T CORP. AGENTS, INC. Account Name

Account Number : 071001002335. : (305)599-0839 : (305)716-0346

BASIC AMENDMENT

HIALEAH DISCOUNT & 99 CENTS, INC.

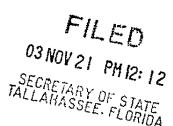
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

HIALEAH DISCOUNT & 99 CENTS, INC.	
(Present Name)	
P08000011553	
(Document Number of Corporation (If known)	

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 III - SHARES

LIUVIS GONZALEZ 100%

ARTICLE IV -

REGISTERED AGENT AND STREET ADDRESS.

DELETE:

THELMA MORALES 5888A W 20 AVENUE HIALEAH FL 33016

ADD:

LIUVIS GONZALEZ

PRESIDENT- DIRECTOR - REGISTERED AGENT

12703 NW 102 CT HIALEAH FL 33018

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: NOVEMBER 15, 2003.
FOURTE	: 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
	for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ē	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 15 day of NOVEMBER 2003
	Signature: (By a director, printing or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)
	LIUVIS GONZALEZ (Typed or priored name of person signion)
	PRESIDENT (Title of person signing)