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Amend.

V SHEPARD MAY 14 2003

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DATING PLUS, INC.**

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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 articles number(s) being amended, added or deleted)*

The corporation's Articles of Incorporation shall be modified as follows, effective immediately:

ARTICLE V: REGISTERED AGENT - *Article V of the corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:*

The name and Florida street address of the registered agent is:

Arthur Rodriguez, whose address is 13415 SW 111
Terrace, Miami, Florida 33186.

ARTICLE VII: INITIAL OFFICERS/DIRECTORS - *Article VII of the corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:*

The ~~initial~~ officer(s) and/or director(s) of the corporation is/are:

Title: Director, President and Secretary
ARTHUR V. RODRIGUEZ
13415 SW 111 Terrace
Miami, Florida 33186 – U.S.

Title: Vice-President
JORGE L. PADRON
14021 SW 38 Terrace
Miami, Florida 33175 – U.S.

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: **April 28, 2003.**

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 entitled to vote separately on the amendment(s):*

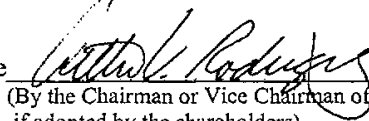
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

() The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

(X) The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of April, 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)

ARTHUR V. RODRIGUEZ

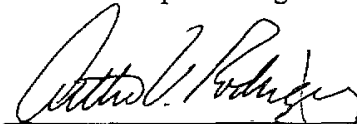
(Typed or printed name)

INCORPORATOR

(Title)

ACCEPTANCE:

I, Arthur V. Rodriguez, hereby accept the appointment of Registered Agent and confirm that I am familiar with and accept the obligations of the position.



Arthur V. Rodriguez