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TALLAHASSEE, FLORIDA

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LAW OFFICES
Elliott Harris, P.A.
PROFESSIONAL ASSOCIATION
SIXTH FLOOR McCORMICK BUILDING
111 SOUTHWEST THIRD STREET
MIAMI, FLORIDA 33130
(305) 358-0146
(305) 358-0149 fax
e-mail: cig@eharrispa.com

September 11, 2003

Via REGULAR MAIL

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

*RE: Amendment to Articles of Incorporation
G.C. Land Holdings, Inc., a Florida Corporation*

Dear Sir/Madam:

Enclosed herewith please find the Articles of Amendment for the above-referenced corporation. In addition please find a check payable to the Department of State in the amount of \$35.00 representing the filing fee.

Kindly please forward a letter of acknowledgment to my office.

Thank you and should you have any questions or comments please do not hesitate to contact my office.

Sincerely,


Carla I. Garcia

**ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
G.C. LAND HOLDINGS, INC. A FLORIDA CORPORATION**

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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 adopted: Article VII: The names and addresses of the initial directors and officers are changed to the following:

Michael Garcia-Carrillo 14600 S.W. 146 th Street Miami, Florida 33186	President/Director
Pedro Garcia-Carrillo 14600 S.W. 146 th Street Miami, FL 33186	Vice President/Director
Pedro Garcia-Carrillo, Jr. 14600 s.w. 146 th Street Miami, FL 33186	Treasurer/Director
Raimundo G. Castellanos 14600 S.W. 146 th Street Miami, FL 33186	Secretary/Director
Elliott Harris 111 S.W. 3 rd Street, 6 th Floor Miami. FL 33130	Secretary


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SECOND: The date of each amendment's adoption shall be September 12, 2003.

THIRD: The amendment was adopted by the Board of Directors, without shareholder action and shareholder action was not required.

Signed this 12th day of September, 2003.

Signature: _____



Elliott Harris
Secretary/Director