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To:

Division of Corporations

Fax Number : (850)205-0380

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)634-3694

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BASIC AMENDMENT

RIN-MAR INTERNATIONAL, INC.

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ARTICLES OF AMENDMENTS TO ARTICLES OF INCORPORATION OF



RIN-MAR INTERNATIONAL, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES. THIS PLORIDA PROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TI IT'S ARTICLES INCORPORATION:

FTRST: AMENDMENTS(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETEL)

EFFECTIVE JULY 19 2005, BUSTOS, GUSTAVO OF 201 ALHAMBRA CIRCLE SUITE 711 CORAL GABLES #L 33134 RESIGNS AS VICE-PRESIDENT, MARQUEZ ENNIO OF 5719 NW 114 CT., #104 MIAMI FL 33178 IS DESIGNATED SECRETARY (1%STOCKS) AND FRANCISCO DEL BIONDO IS DESIGNATED PRESIDENT AND REGISTERED AGENT OF THIS CORPORATION(99% STOCKS).

SECOME: 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: 07/19/2005

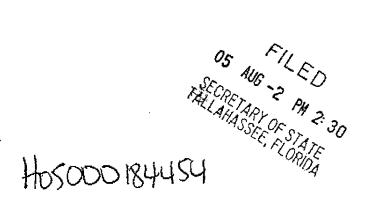
FOURTH: ADOPTION OF A MENDMENT(S) (CHECK ONE)

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THE AMENDMENTS(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THE NUMBER OF VOTES CAST FOR THE AMENI MENT(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 SUPARATELY ON THE AMENDMENT(S) THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUPPLICIENT FOR APPROVAL (VOTING GROUP) THE AMENDMENT(S) WAS WERE ADOPTED BY THE BOARD OF DORECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED. THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED. SIGNED THIS JULY 19 2005 SIGNATURE (BY THE THAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OF OTHER OFFICER IF ADCPTED SHAREHOLDERS) **OR** (BY DIRECTOR IF ADOPTED BY THE DIRECTORS) OR (BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS) (TYPED OF PRINTED NAME)

FRANCISCO DEL BIONDO PRESIDENT

PARGT -



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

RIM-MAR INTERNATIONAL INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINMENT AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT

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