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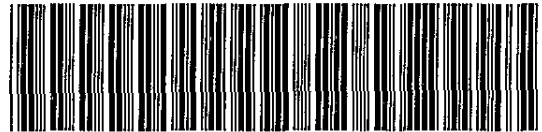
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Amend.

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8/14/03

MAZZA-MARTINEZ & ASSOC., P.A.

Attorneys at Law.

780 NW 42 Ave., Suite 420

Miami, Florida 33126

Ph: (305) 446-5353. Fax: (305) 461-4272 tmazza6326@aol.com

August 6, 2003

Sirs.

DIVISION OF CORPORATION

PO BOX 6327

TALLAHASSEE, FL 32314

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
KANINO-9, CORP.**

Dear Sirs:

Enclosed please find Articles of Amendment to Articles of Incorporation in the referenced corporation to be filed.

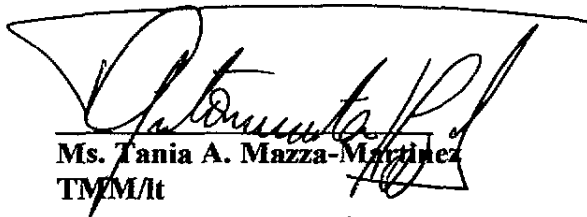
We will appreciate if you can send us any notification and or communication to our address at:

MAZZA-MARTINEZ & ASSOC., P.A.

780 NW 42 AVE., SUITE 420

MIAMI, FLORIDA 33126

Sincerely yours,



Ms. Tania A. Mazza-Martinez
TMM/lt

Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TURPIAL DISTRIBUTORS, INC**

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:

The Article to be amended is Article VI. This Article will be amend as following:

ARTICLE VI: BOARD OF DIRECTORS

This Article will read as follows:

The Corporation shall have four (4) Officers to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the Officers are:

Fernando J. Olavarria 1780 NW 104 Ave. Plantation, FL. 33322	President
Carolina S. de Olavarria 1780 NW 104 Ave. Plantation, FL. 33322	Vice-President
Rafael M. Soucy 1780 NW 104 Ave Plantation, FL 33322	Treasurer
Rocio Soucy 1780 NW 104 Ave Plantation, FL 33322	Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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SECOND: The date of each amendments's adoption was made on June 26, 2003.

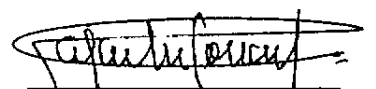
THIRD: The adoption of Amendment's:

-The amendment of the article of incorporation was approved by shareholders. The number of votes cast for the amendment was sufficient for approval. Approval of the shareholders of the corporation is required for this amendment; and the total amount of shares was represented in this amendment for approval.

Signed this 16 day of July, 2003.



FERNANDO J. OLAVARRIA
PRESIDENT



RAFAEL H. SOUCY
VICE-PRESIDENT



CAROLINA S. DE OLAVARRIA
DIRECTOR



RAFAEL M. SOUCY
GENERAL MANAGER



ROCIO SOUCY
DIRECTOR