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Alba Accounting Service, Inc.

February 15th, 2004

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

Re: Articles of Amendment to Articles of Incorporation of ACTION REAL ESTATE, INC.

Enclosed you will find check in the amount of \$ 78.75 which pays filling fees and certified copies of the Amendment of Articles of Incorporation, and Officer/Director Resignation for the above mentioned company.

It would be greatly appreciated if you could please send the Amendment of Articles of Incorporation of ACTION REAL ESTATE, INC. to 3818 West 16 Ave, Hialeah, FL 33012.

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Should you have any questions, please fell free to contact our office.

Sincerely yours,

ALBA ACCOUNTING SERVICE, INC.

Raul Alba President

> 3818 West 16 Ave, Hialeah, Florida 33012 Telephone: 305-778-7637

ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

FILED 04 FEB 20 PM 2: 40 SECRETARY OF STATE ALLAHASSEE, FLORIDA

OF

ACTION REAL ESTATE INC

(Present name)

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 "VII" OFFICERS.

DELETE CURRENT VICE PRESIDENT/ TREASURER:	MAGDIEL CASTRO 8222 NW 14 STREET MIAMI, FL 33126
	-

DELETE CURRENT VICE PRESIDENT:

FRANK A RODRIGUEZ 8222 NW 14 STREET MIAMI, FL 33126

ADD NEW VICE PRESIDENT/ TREASURER:

AIBA ACCOUNTING SERVICE, INC RAUL ALBA / PRESIDENT 3818 WEST 16 AVENUE HIALEAH, FL 33012

ADD NEW DIRECTOR:

MAURICIO DIAZ 1738 WEST 72 STREET HIALEAH, FL 33014

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:

Cancel the Stock Certificates Number: 13; 14; 15; 16; 17 and 18.

The new distribution of Shareholders should be as follow:

Alvaro Saenz	President	50%
Jorge Clement	Secretary	40%
Raul Alba	Vice President/Treasurer	10%

THIRD: The date of each amendment's adoption: February 9th, 2004



FOURTH: Adoption of Amendment (s) (CHECK ONE)

The amendment (s) was/were approved by the shareholders. The number of votes cast for the 112 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 _____ Voting group

- The amendment (s) was/were adopted by the board of directors 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.

day of February 2004 Signed this Signature (By the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alvaro Saenz Typed or printed name President.





I HEREBY AM FAMILIAR WITH AND ACEPT THE DUTIES AND RESPONSIBILITIES AS VICE PRESIDENT/TREASURER OF THE ABOVE SAID CORPORATION AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

ALBA ACCOUNTING SERVICE, INC. RAUL ALBA / PRESIDENT

04 DATE