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ACTION REAL ESTATE, INC. 8300 NW 53 STREET, STE 101 MIAMI, FL 33166	
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SECRETORY OF STATE
RALLAHASSEE, FLORIDA

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Alba Accounting Service, Inc.

April 28th, 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 \$ 43.75 which pays filling fees and certified copies of the Amendment of Articles of Incorporation, 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.

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

FILED

04 APR 30 AM 9:00

ARTICLES OF AMENDMENT

SECRETARY OF STATE FALLAHASSEE. FLORIDA

TO

ARTICLES OF INCORPORATION

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: ALBA ACCOUNTING SERVICE

3818 WEST 16TH AVENUE HIALEAH, FL 33012

ADD NEW VICE-PRESIDENT/ TREASURER:

RAUL ALBA

3818 WEST 16TH AVENUE

HIALEAH, FL 33012

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 28th, 2004

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

. 6	The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.
E	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.
	Signed this 20 day of April , 20 04.
s	(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)
	Typed or printed name
	Typed or printed name
	Vice MESSENT
	Title