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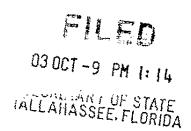
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



	LATIN AMERICA MODELS, INC.	
	(present name)	
	P03000098967	
•	(Document Number of Corporation (If known)	

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)

Amendment to Article Four of the initial Articles of Incorporation which were stamped "FILED" on September 10, 2003. Such Amendment shall change the amount of authorized common stock to read as follows:

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have authorized to issue is Twenty Million (20,000,000) shares of common stock with a par value of \$.001 per share.

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: October 7, 2003
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
0	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
۵	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
	(voring Storth)
2	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.
Signature	Signed this 7th day of October 2003
<i>-</i>	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	David L. Davis
	(Typed or printed name)
	President
	/Title\