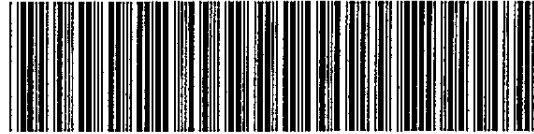


PO3000104420



800039770998

SHIPPER'S UPS ACCOUNT NO. (Requestor's No.)		SHIPPER'S IDENTIFICATION NO FOR CUSTOMS PURPOSES	
NAME OF SENDER Alex		TELEPHONE NO. (416) 432-7666	
COMPANY NAME AND ADDRESS Suite 300-106 100 Stree Ave Thornhill, Ont L3T 9V7 COUNTRY Canada			
CONSIGNEE'S UPS ACCOUNT NO.		CONSIGNEE'S IDENTIFICATION NO FOR CUSTOMS PURPOSES (EIN, VAT Importer No, RFC No, Etc)	
<input type="checkbox"/> PICK-UP		<input type="checkbox"/> MAIL	

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

Ps 8/12/04
Amend

GRAND LUX, INC.

August 6, 2004

Attention: Florida Division of Business

Dear Sir/Madam:

Please find enclosed Articles of Amendment for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "M. Mancini".

M. Mancini
President
On Behalf of the Board of Directors
Grand Lux, Inc.

10151 University Blvd, Suite 120, Orlando, Florida 32817
Phone: 407 992 6904, Fax: 360 937 5727, e-mail: grandluxinc@mail.com

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
04 AUG -9 PM 3: 01
CLERK OF STATE
TALLAHASSEE, FLORIDA

GRAND LUX INC.

(Present Name)

P03000104420

(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)*

2.] RESOLVED THAT THE AUTHORIZED CAPITAL REMAIN AT ONE HUNDRED MILLION (100,000,000) SHARES OF \$0.04 PAR VALUE

3.] RESOLVED THAT THE ISSUED AND OUTSTANDING SHARES BE CONSOLIDATED ON A ONE (1) NEW FOR NINE HUNDRED (900) OLD BASIS.

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: July 27, 2004

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

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the 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.

Signed this day of 4 day of August, 2004 .

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

M. Mancini

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35