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Special Instructions to Filing Officer:

JUAN PILES

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AUTHOR

PHONE TO

CORREL.

Corp. Name / Add

Title for person signing

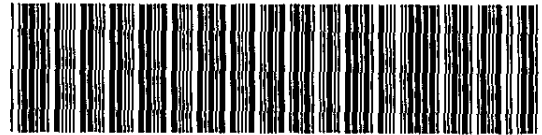
DATE

2/8/06

DOC. BY

D. Connell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 30 PM 4:06

Amendment
02/8/06
Dc

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AAE PROPERTIES, INC.
(Name of Corporation)

DOCUMENT NUMBER: P03000105203

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JUAN J. PILES, ESQUIRE

(Name of Contact Person)

(Firm/Company)

7270 NORTHWEST 12TH STREET, SUITE 545

(Address)

MIAMI, FLORIDA 33126

(City/State and Zip Code)

For further information concerning this matter, please call:

JUAN J. PILES, ESQUIRE

(Name of Contact Person)

at (305) 591-5913

(Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

AAE PROPERTIES INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 30 PM 4:06

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:

(1) AAE PROPERTIES INC, hereby amends its original Articles of Incorporation and changes "Article V" and "Article VII" as follows:

The President and Registered Agent of the Corporaiton shall be:

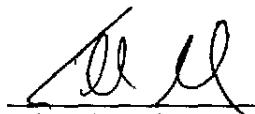
**Juan Diego Petter
5223 SW 158th Avenue
Miramar, Florida 33027**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendemnt itself, are as follows:

THIRD: The date of each amendment's adoption shall be January 26, 2006.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

AAE PROPERTIES, INC.



Eduardo Lubo
PRESIDENT

January 26, 2006

Date

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 5223 S.W. 158th Avenue, Miramar, Florida 33027, has named Juan Diego Petter whose address is 5223 S.W. 158th Avenue, Miramar, Florida 33027, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



Juan Diego Petter