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BASIC AMENDMENT

VIEJO LAZARO, CORP.

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ARTICLES OF AMENDMENT
OF
VIEJO LAZARO, CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGE OF ARTICLE NO. VI

The Board of Directors shall be composed by one (1) persons, whose names and addresses are:

NELSON HERNANDEZ
5756 WEST FLAGLER ST
MIAMI FL 33144

SECOND: Amendment adopted: CHANGE OF ARTICLE NO. V

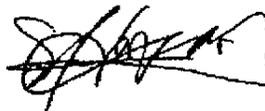
The name and address of the registered agent shall be:

NELSON HERNANDEZ
5756 WEST FLAGLER ST
MIAMI FL 33144

THIRD: The date for this Amendment adoption shall be January 26, 2004.
Resting Articles of Incorporation will remain unaltered.

FOURTH: The Board of Directors approved the amendments adopted. The number of votes cast for this amendment were sufficient for approval and shareholder action was not required.

Signed this 26th day of January, 2004.

X 
NELSON HERNANDEZ.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

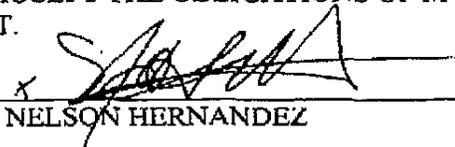
1. The Name of the Corporation is:

VIEJO LAZARO, CORP.

2. The name and address of the Registered Agent and office is:

NELSON HERNANDEZ
5756 WEST FLAGLER ST
MIAMI FL 33144

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

NELSON HERNANDEZ

DATE: 01/26/04