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BASIC AMENDMENT

M & M FLORIDA CITY DEVELOPMENT, INC.

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Gateway Title Company

600 NORTH PINE ISLAND ROAD
SUITE 450
PLANTATION, FLORIDA 33324
TELEPHONE (305) 315-0355

AIRPORT EXECUTIVE TOWER 2
PENTHOUSE 1
7270 N.W. 12TH STREET
MIAMI, FLORIDA 33126
TELEPHONE (305) 477-1155
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WRITER'S E-MAIL:
olga@brodselew.com

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RE: M E M Florida City Development, INC.

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ADDITIONAL MESSAGE: _____

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST

The name of the Corporation is M & M FLORIDA CITY DEVELOPMENT, INC., a Florida corporation.

SECOND

The following amendment to the article of Incorporation was adopted by the corporation:

Officers: After secret ballot, the Board of Directors with the unanimous consent of the Stockholders elected the following officers for the Corporation:

President/Treasurer
Vice-President/Secretary

Enrique Puig
Mario Zaldivar

THIRD

Mario Zaldivar, as Secretary of the Corporation and as the duly authorized Secretary for the purposes of conducting the Initial Meeting, notified all Officers and Directors, that all Officers and Directors were either present in person or by proxy.

The amendment was adopted by the Shareholders of the Corporation on 26 day of January, 2004.

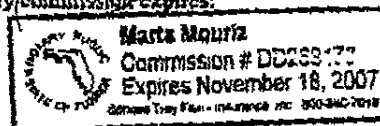
M & M FLORIDA CITY DEVELOPMENT, INC.

By: [Signature]
Mario Zaldivar, Secretary

COUNTY OF DADE
STATE OF FLORIDA

Before me, the undersigned authority, acknowledged before me this 26 day of January, 2004 by Mario Zaldivar as Secretary of M & M Florida City Development, Inc., a Florida corporation, on behalf of the Corporation and who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed to same for the purposes therein mentioned and set forth. He has produced a Florida driver license as identification and did not an oath.

Name: [Signature]
Notary Public - State of Florida
My commission expires:



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