

P04000047226

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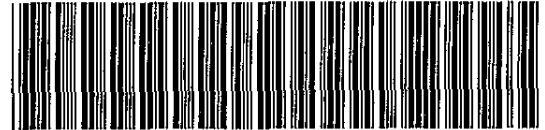
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Amen

V. Smith

MAY 26 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: XS PROTECTION INC.
(Name of Corporation)

DOCUMENT NUMBER: PO4000047226

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Silvina Pesce
(Name of Person)

XS PROTECTION INC
(Name of Firm/Company)

3511 West Commercial Blvd #210
(Address)

Fort. Lauderdale Fl. 33309
(City/State and Zip Code)

For further information concerning this matter, please call:

Silvina Pesce at (954) 730-7767
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

*ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF*

X S PROTECTION, INC.

DOC # P04000047226

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: Amendments adopted

ARTICLE VI

New address for corporation is:

*3511 West Commercial Blvd #210
Fort. Lauderdale, Fl.33309*

ARTICLE VIII

The names and addresses of Board of Directors are as follows:

Silvina V Pesce 3511 West Commercial Blvd #210 Ft. Lauderdale, Fl. 33309

Javier D Cimetta 3511 West Commercial Blvd #210 Ft. Lauderdale, Fl. 33309

Helen Pappageorge 3511 West Commercial Blvd #210 Ft. Lauderdale, Fl. 33309

Howard Babbitt 3511 West Commercial Blvd #210 Ft Lauderdale, Fl. 33309

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ARTICLE IX

President
Treasurer

Silvina V Pesce
Helen Pappageorge

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:

ARTICLE XIII

The ownership of shares of stock is as follows:

Silvina V Pesce
3511 West Commercial Blvd #210 100 SHARES
Fort Lauderdale, Fl. 33309

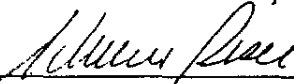
Helen Pappageorge
3511 West Commercial Blvd #210 100 SHARES
Fort Lauderdale, FL. 33309

THIRD: The date of each amendment's adoption: May 11, 2004

Fourth: Adoption of Amendments

The amendments were approved by the shareholders. The numbers of votes cast for the amendments were sufficient for approval.

Signed this 11 day of May, 2005.

Signature 
Silvina V. Pesce
President