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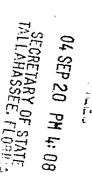
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NU DISTRIBUTORS, INC.

4100 N.E. 2nd, AVE. MIAMI, FL33137

May 26, 2004

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

Enclosed is the Articles of Amendment to the Articles of Incorporation of Nu Distributors, Inc. Also enclosed is a check payable to the Department of State for \$43.75 for the filing fee and one certified copy of the amendment. For your reference, I have enclosed a copy of the Articles of Incorporation of Nu Distributors, Inc.

My return address is 4100 NE 2nd Avenue, Suite 103, Miami, Florida 33137, and telephone number is (305) 438-0048.

Regards,

Nathavut Usamanont

D/P/VP/T

Nu Distributors, Inc.

FILEU

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Nu Distributors Incorporated

(present name)
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)
Amendment to Article VII to delete and remove Thomas Rodriguguez as a Director and Vice-President
of Nu Distributors Incorporated

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:

HOHIRTH.			
TOOKIM.	Adoption of Amendment(s) (CHECK ONE)		
<u> </u>	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 separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient		
	for approval byvoting group		
	voting group		
X	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 shareholder action was not required.		
	Signed this 26 day of May , 2004 .		
Signature	Mr. January B		
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	·		
	OR		
	OR (By a director if adopted by the directors)		
	(By a director if adopted by the directors)		