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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. S & M GROUP INTERNATIONAL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
S & M GROUP INTERNATIONAL, INC
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statute, this corporation adopts
The following article of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added
or deleted)

ARTICLE VI: DIRECTORS

DELETE **ADOLFO SOTOLONGO – VP**
5201 S.W. 115 AVE
MIAMI, FL 33165

WILL REMAIN THE FOLLOWING DIRECTORS:

LUIS M SANCHEZ – PRES
5201 S.W. 115 AVE
MIAMI, FL 33165

MARIA E MOLEROS – TREASURY
5201 S.W. 115 AVE

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TALLAHASSEE, FL 32399

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:

THIRD: The date of each amendment's adoption: March 31, 2004.

FOURTH: Adoption of Amendment(s) (check one)

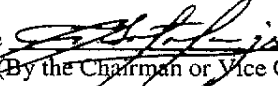
- (x) The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- () The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- () 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 and shareholder action was not required.

Signed this 13 day of May, 2004

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the Incorporators)

Adolfo Sotolongo

Typed or printed name

Vice-president
Title

Having been named as Registered Agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

Date