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BASIC AMENDMENT

IMG INTERNATIONAL MARKETING GROUP, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IMG INTERNATIONAL MARKETING GROUP, INC.

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 VII is hereby amended to read as follows: The names and addresses of the directors of the corporation are as follows: Tomas Hoffman and Carlos DeLeon, 111 Brickell Avenue, Suite 509, Miami, FL 33131.

Article VIII is hereby amended to read as follows: The names and addresses of the officers of the corporation are as follows:

Tomas Hoffman
President
2100 Ponce de Leon Blvd.
Suite 600
Coral Gables, FL 33134

Carlos De Leon
Vice President
2100 Ponce de Leon Blvd.
Suite 600
Coral Gables, FL 33134

SECOND: The date of the amendment's adoption was October 18th, 2004.

THIRD: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 18th day of October, 2004.



Tomas Hoffman
DIRECTOR

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