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BASIC AMENDMENT

TOP SHORE FAME CORPORATION

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*Amend
6/21/04*

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

TOP SHORE FAME CORPORATION

(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:

June 21, 2004

First : Amendment(s) adopted: AMENDED.

ARTICLE XVI - BOARD OF DIRECTORS

Second : The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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First: Articles AmendedARTICLE XVI - BOARD OF DIRECTORS

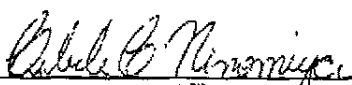
The initial President, Raphael M Barcelos, is no longer part of the board of directors of this Corporation. This Corporation has now one (1) Officer. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cibele Cristina Ninomiya President	1821 NE 62nd Street #427 Fort Lauderdale, FL 33308

Second: The date of adoption of the amendments.
The date of adoption of the amendments was June 21, 2004,

Third: Adoption of Amendment.
The Amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this June 21, 2004.



Signature
Cibele Cristina Ninomiya
President


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