

P04000076190

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TALLAHASSEE, FL 32399

Amend

C. Coulters JUN 18 2004

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

1. G.P.D.I., INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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
G.P.D.I. INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, G.P.D.I. INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation which were filed with the Florida Department of State on May 11, 2004, Charter Number P04000076190.

FIRST: Article II of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

Article II
Principal Place of Business

The principal place of business and the mailing address of the corporation is:

4661 S.W. 72nd Ave., Unit 108, Miami, Florida 33155

SECOND: Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

Article IV
Registered Agent and Street Address

The name and address of the Registered Agent is:

Fernando A. Forte
4661 S.W. 72nd Ave., Unit 108
Miami, Florida 33155

THIRD: Article VI of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

Article VI
Directors and Officers

The Corporation shall have no less than ONE (1) Director at any time. Changes in the number of members comprising the Board of Directors shall be made in accordance with the Corporation's bylaws adopted by the Stockholders.

The initial director(s) shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of director(s) set forth

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herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed in accordance with the bylaws duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

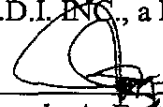
The Director(s) and Officer(s) of the Corporation are:

<u>Name</u>	<u>Title</u>
Fernando A. Forte	President, Secretary and Director

FOURTH: The foregoing amendment was adopted by the Sole Director and Sole Shareholder of the Corporation by written consent dated June 11, 2004. The number of votes for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as President of the Corporation, effective June 11, 2004.

G.P.D.I. INC., a Florida corporation

By: 
Fernando A. Forte, President and Director

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
G.P.D.I. INC.**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Dated this 11th day of June, 2004.



Fernando A. Forte
Registered Agent's Signature