

P04000079667

PILES & MARIN, LLC
Executive Tower at Douglas Entrance
804 Douglas Road
Suite 365
Orlando, Florida 32834
(305) 541-3777

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

07/01/05--01022--021 **35.00

Amend

G. Coulllette JUL 07 2005

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LIBERTY STATION & PETROLEUM CORP.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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:

- (1) LIBERTY STATION & PETROLEUM, CORP., hereby amends its original Articles of Incorporation and changes "Article VI – INITIAL REGISTERED OFFICE AND AGENT," "Article VII – INITIAL BOARD OF DIRECTORS," "Article VIII – INITIAL DIRECTORS" as follows:

ARTICLE VI – REGISTERED AGENT

The Address of the Registered office shall be 21322 SW 94th Court, Miami, Florida 33189, and the Registered Agent for this Corporation at that address is shall be Rafael Cruz.

ARTICLE VII – BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors, as named in Article VIII.

ARTICLE VIII – DIRECTORS

The name and street address of each of the members of the Board of Directors of this Corporation is:

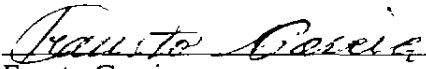
<i>Name:</i>	<i>Address:</i>
Amilcar Yera, President (Owner of 50% shares)	21322 SW 94 Court, Miami, FL 33189
Rafael Cruz, Vice-President (Owner of 50% shares)	21322 SW 94 Court, Miami, FL 33189

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 shall be May 19, 2005.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

LIBERTY STATION & PETROLEUM, CORP


Fausto Garcia May 19, 2005
Date

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 21322 SW 94th Court, Miami, Florida 33189, has named **Rafael Cruz** whose address is **21322 SW 94th Court, Miami, Florida 33189**, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Rafael Cruz