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BASIC AMENDMENT

M RESORT 170904, CORP.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
M RESORT 170904, CORP.

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 initial directors of the corporation are as follows:

Maria del Pilar Zuniga, Juan Alberto Lam, Enrique Gonzalez, and Mario Gonzalez
2100 Ponce de Leon Boulevard, Suite 600
Coral Gables, FL 33134

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

Maria del Pilar Zuniga
President

Juan Alberto Lam
Secretary

Enrique Gonzalez
Vice President

Mario Gonzalez
Vice President

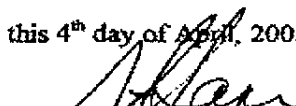
The address for the aforementioned parties shall be: 2100 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134.

SECOND: The date of the amendment's adoption was April 4th, 2005.

THIRD: Adoption of Amendment:

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

Signed this 4th day of April, 2005.


JUAN ALBERTO LAM
DIRECTOR

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