

PD41000152821

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SAND CASTLES REAL ESTATE GROUP, INC.

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| Certificate of Status | 0 |
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Amend
MD 11/12

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

P04000152821

SAND CASTLES REAL ESTATE GROUP, INC.
(present name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V OFFICERS DIRECTORS

Delete: Carlos Rubio, President
15485 SW 260 Street
Homestead, FL 33032

ADD: Shirlynn Cabaleiro, President
15485 SW 260 Street
Homestead, FL 33032

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: 11/09/2004

FOURTH: Adoption of Amendment(s) (check one)



The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)



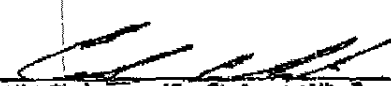
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9 day of November xx 2004

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By the incorporator if adopted by the incorporators)

Carlos Rubio

Typed or printed name

President

Title