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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
ANTIOCH HOLDINGS GROUP INC.**

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Amendment
2/4/05
DC

FROM

(FRI) FEB 4 2005 2:20/ST. 2:19/No. 6834432156 P 2

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**ANTIOCH HOLDINGS GROUP INC.
(P05000012481)**

H05000029237

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 I

ADDRESS

The new principal business address shall be:

245 SE 1st Street, Suite 311
Miami, FL 33131

Article VII

BOARD OF DIRECTORS:

The directors of this corporation are:

Jaime Carreira; President
7930 NW 36 Street, Miami, FL 33166

Martti Kalkas; Secretary
245 SE 1st Street, Ste 311, Miami, FL 33131

Mr. Eduardo Gomes have resigned as directors and officers of this corporation.

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:

None

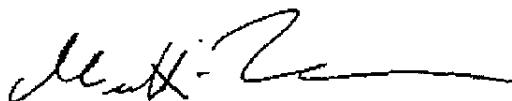
THIRD: The date of each amendment's adoption: February 3rd 2005.

FOURTH: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

Signed this 3rd day of February 2005.

Signature: _____



Martti Kalkas, Director

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