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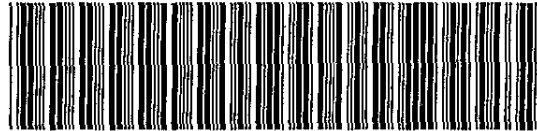
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TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

SUBJECT: BENAVIDES SERVICES, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the AMENDED Articles of Incorporation.

Enclosed is a check made payable to: Florida Department of State in the amount \$ 52.50 for the filing fee, certified copy and certificate of status.

Please return to: BENAVIDES SERVICES, INC.
8106 SPRING DRIVE
YALAHUA, FL 34797

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENAVIDES SERVICES, INC.**

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

FIRST: Amendment(s) adopted:

ARTICLE IV Shares

The aggregate number of shares which the Corporation has authority to issue is 1,200 shares of common stock with no par value.

SECOND: Amendment(s) adopted:

ARTICLE V DIRECTORS/OFFICERS

ANDRES BENAVIDES, JR.	IRACEMA BENAVIDES	INOCESIO SOTELO
PRESIDENT/DIRECTOR	OFFICER / DIRECTOR	OFFICER/DIRECTOR
8106 SPRING DRIVE	8106 SPRING DRIVE	8106 SPRING DRIVE
YALAHUA, FL 34797	YALAHUA, FL 34797	YALAHUA, FL 34797

THIRD: The date of each amendment's adoption: OCTOBER 3, 2005

FOURTH: Adoption of Amendments:

The amendments were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 3R Day of October 2005

Signature *Andres Benavides Jr.*
Andres Benavides, Jr. - President/Director

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