P07000015877

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     Account Name      : WILLAIMS & MORRIS, P.A.
     Account Number    : I20030000069
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

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SECRETARY OF STATE
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MIAMI 3, INC.

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Articles of Amendment
to
Articles of Incorporation
of

MIAMI 3, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

P07000016877
(Document number of corporation (if known))

FILED
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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE II : PRINCIPAL OFFICE CHANGED.
NEW PREMISES:
4334 SW 8TH STREET
MIAMI, FL 33134
ARTICLE V: DELETE OFFICER:
MARIO VARELA RICHARDS
20810 SAN SIMEON WAY
UNIT 106
MIAMI, FL 33179

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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(((H07000093054 3)))

The date of each amendment(s) adoption: 04/20/2007

Effective date if applicable: ____________________
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

Signature ____________________
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ANA MANJARRES
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

(((H07000093054 3)))

SPECIAL MEETING OF DIRECTORS

RESOLUTION:

We the undersigned, being all of the directors of MIAMI 3, INC. hereby agree to accept Mr. MARIO RICHARDS VARELA's decision to no longer be the Vice President of said corporation, due to personal reasons.

ANA MANJARRES

MARIO RICHARDS VARELA

DATE: 04/13/2007

Gonzalo H. Pereda Ugidos