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ROSE'S DISCOUNT, INC.

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EXAMINER

3/11/2009

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION(((H09000057228)))
OF
ROSE'S DISCOUNT, INC.

Pursuant to the provisions of section 607-1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted:

ARTICLE EIGHT
NEW BOARD OF DIRECTORS

The new Board of Directors shall be as follows:

Name	Address	Office	Shares
Raquelina Romero	3800 W. 12 th Ave. # 1 Hialeah, Fl 33012.	President	450
Jose L. Alvarez	3800 W. 12 th Ave. # 1 Hialeah, Fl 33012	V/President	50

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

THIRD: the date of each amendment's adoption : **March 10, 2009**

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

_____ The amendment (s) was/were adopted by the incorporators or board of Directors
Without shareholder action and shareholders action was not required.

X

_____ 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 shareholders through voting groups.
(he following statement must be separately provided for each voting group entitled
To vote separately on the amendment (s).

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The number of votes cast for amendment (s) was/were sufficient for approval

By _____
(Voting group)

By


Raquelina Romero
President

Sworn to and subscribed before me on March 10, 2009


Notary Public



JORGE R. LOPEZ
MY COMMISSION # DD 813886
EXPIRES: December 8, 2010
Bonded Thru Budget Notary Services