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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LILY'S D.M.E. CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
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COULLETTE AUG 31 2000

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DIVISION OF CORPORATION
Examiner's Initials

ARTICLES OF AMENDMENT

OF

LILY'S D.M.E. CORP.

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TALLAHASSEE, FLORIDA

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 adopted: CHANGE OF ARTICLE NO.VI

The names and address of the persons who shall compose the Board of Directors and Shareholders shall be as follows:

MIRIAM VALDES - PRESIDENT - 50% Shareholder
1440 SW 131st Avenue
Miami, Fl. 33184

RAXYS I. PARJUS - VICE-PRESIDENT - 50% Shareholder
1440 SW 131st. Avenue
Miami, Fl. 33184

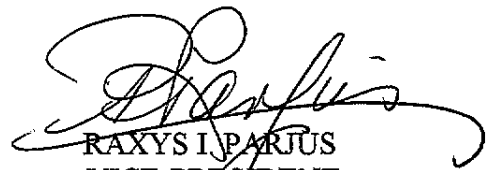
SECOND: The resting Articles of Incorporation remain unaltered.

THIRD: The date of adoption of these Amendments shall be August 25TH , 2000.

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

Signed this 25TH day of August, 2000


MIRIAM VALDES
PRESIDENT


RAXYS I. PARJUS
VICE-PRESIDENT