

CAPITAL CONNECTION

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Account Name : YOUR CAPITAL CONNECTION, INC.
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BASIC AMENDMENT

LILY'S D.M.E. CORP.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 20, 2004

LILY'S D.M.E. CORP.
175 FONTAINEBLEAU BLVD.
SUITE 1-A2
MIAMI, FL 33172

SUBJECT: LILY'S D.M.E. CORP.
REF: F95000063666

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please be more specific as to who adopted the amendment.

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Michelle Milligan
Document Specialist

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

LILY'S D.M.E. CORP.

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: Amendment #1 - The new President, Vice-President, and Secretary of the Corporation is Ydalberto Lopez, 175 Fontainebleau Blvd, Ste 1-A2, Miami, FL 33172; Amendment # 2 The new Registered agent for the Corporation shall be Ydalberto Lopez, 175 Fontainebleau Blvd, Ste 1-A2, Miami, FL 33172; Amendment #3 - The sole director for the Corporation is Ydalberto Lopez, 175 Fontainebleau Blvd, Ste 1-A2, Miami, FL 33172.

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:

THIRD: The date of each amendment's adoption: May 11, 2004

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 11th day of May 2004

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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CAPITAL CONNECTION

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Lily's D.M.E. CORP.

By: _____


Ydalberto Lopez
Director

I hereby accept the obligations and responsibility of being the registered agent for above referenced corporation.


Ydalberto Lopez

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