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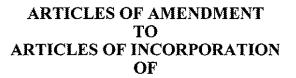


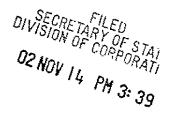
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Amend.

V SHEPARD NOV 2 0 2002





CITY CAPITAL INVESTMENT, CORP.

(present name)

P 95000070991

(Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ADDED:

ARTICLE SEVEN: THE DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME POSITION ADDRESS

AIDA LICETTE FERNANDEZ - PRESIDENT - 19901 SW 180TH. STREET

MIAMI, FLORIDA 33187

EMILIO RIZO JR - VICE-PRESIDENT - 11825 SW 46TH. STREET

MIAMI, FLORIDA 33175

EMILIO RIZO SR. - TREASURER - 11825 SW 46TH, STREET

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 o	f each amendment's adoption:	OCTOBER 22, 2002	•			
FOURTH: Adoption of Amendment(s) (CHECK ONE)							
		The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
C	The fol	mendment(s) was/were approved by the shareholders through voting groups. ollowing statement must be separately provided for each voting group entitled to vote ately on the amendment(s):					
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"						
	The am	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.						
•	Signed t	his 22 day of OCTO	DBER	2002			
Signature Caulio Rego 2/							
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the sharcholders)							
OR							
(By a director if adopted by the directors)							
OR							
(By an incorporator if adopted by the incorporators)							
EMILIO RIZO JR.							
(Typed or printed name)							
VICE PRESIDENT/DIRECTOR							