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DIVISION OF CORPORATION

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

G.+B. Dist. Export & Import, Inc.

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

G. & B. DIST. EXPORT & IMPORT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Secretary, Treasurer of the Corporation is Carlos Rodriguez, 1850 SW 8 ST, Ste 305, Miami, FL 33135; Amendment #2- The new Vice-President of the Corporation shall be Pablo A. Garcia, 1850 SW 8 ST, Ste 305, Miami, FL 33135; Amendment #3 - The registered agent for the Corporation is Carlos Rodriguez, 1850 SW 8 ST, Ste 305, Miami, FL 33135

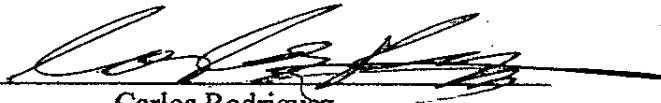
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **January 28, 2004.**


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

Signed this 28th day of January 2004

G & B DIST. EXPORT & IMPORT, INC.

By: 
Carlos Rodriguez
Director

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


Carlos Rodriguez