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MARIO G. DE MENDOZA, III

FRANKLIN G. CALLAS, OF COUNSEL

April 15, 2003

VIA FEDERAL EXPRESS

AMENDMENTS AND MERGER SECTION
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

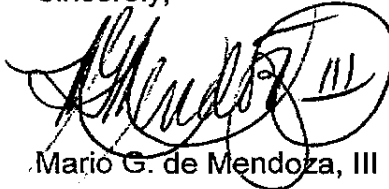
**RE: Almendares, Inc. - Change of Name
to Polo Horse Sales, Inc.
Our File No. 4995**

Dear sir or madam:

Enclosed please find an original and a photocopy of a fully executed Articles of Amendment to Articles of Incorporation for the captioned entity, changing the name of the corporation from Almendares, Inc. to Polo Horse Sales, Inc., together with a check in the amount of \$43.75 representing payment of the filing fee and payment for a certified copy.

Thank you for your assistance.

Sincerely,



Mario G. de Mendoza, III

MGMIII:dw
Enclosures

F:\CORPS\Almendares, Inc\Secy State ltr changing name OFN 4995 on 4.15.03.wpd

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
ALMENDARES, INC.

DOCUMENT NUMBER: P96000040735

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

FIRST: Article I of the Articles of Incorporation is hereby deleted and the following shall be substituted in its place:

ARTICLE I
Name of Corporation

The name of this Corporation (the "Corporation") shall be POLO HORSE SALES, INC.

SECOND: The date of adoption of the amendment was April 14, 2003.

THIRD: The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Dated this 15th day of April, 2003.

ALMENDARES, INC.

By: 

Mario G. de Mendoza, III,
President