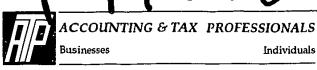
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

F	-RANKY & ALEXIS, INC.
	(present name)
	the state of the s

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

Article VI shall be amended to read:

Remove & delete the following officers:

1) Franky Allen - President

2) Jose Visalden - Treasurer

add the new officer as a President:

IRIS D. MARTINEZ

address P.O. Box 292095

Temple Terrace FL 33617

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: 10/9/97

FO	URTH: Adoption of Amendment(s) (CHECK ONE)
Ø	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval by"
	voting group
	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 this day 9th of October., 1997.
	Signature Sold Cook
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR.
	(By an incorporator if adopted by the incorporators)
	SANTIAGO CHACON Typed or printed name
	SECRETAR Title