

P 97000061431

June 15, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: G.S.P. ENTERPRISES GROUP, INC.

Dear Sirs,

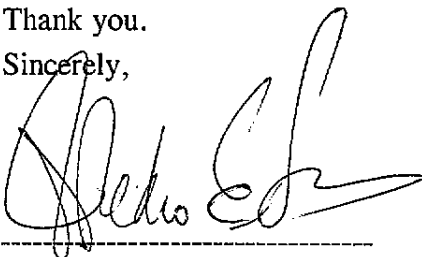
Enclosed with this letter is the original of The Articles of Amendment of G.S.P. ENTERPRISES GROUP, INC. A check (#1629), in the amount of \$ 35.00 is also included to cover the filing fees.

I would like you to please stamp the filing date on the photocopies (2) of this Articles of Amendment included with this letter. Please send the photocopies to the following address:

PEDRO ENRIQUE SORIA
Notary Public & Accountant
P.O. BOX 1295
HALLANDALE, FL. 33008-1295
(954) 445.0701

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Thank you.
Sincerely,



PEDRO E. SORIA
Notary Public & Accountant

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00 JUN 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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n/c

ARTICLES OF AMENDMENT

FOR

G.S.P. ENTERPRISES GROUP, INC.

Document # P97000061431

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, OF THE FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO THESE ARTICLES OF INCORPORATION:

FIRST:

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE: A - PRO ASSOCIATED, CORP.

SECOND:

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF \$10.00 PER VALUE COMMON STOCK.

ARTICLE VII - INITIAL BOARD DIRECTORS

AS OF JUNE 15, 2000 THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR-CORPORATION, THE NUMBER OF DIRECTOR MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE (1) DIRECTOR.

THE NAME AND ADDRESSES OF THE DIRECTOR-OFFICERS OF THE CORPORATION ARE AS FOLLOWS:

DIRECTOR

NAME: PEDRO E. SORIA

DIRECTOR

600 W. HALLANDALE BEACH BLVD. # 6

HALLANDALE, FL 33009

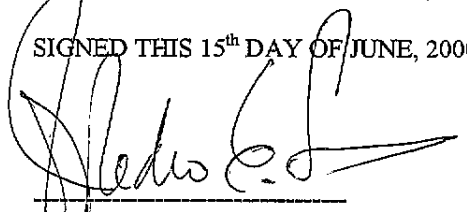
THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 15, 2000

FOURTH:

THE AMENDMENTS WAS ADOPTED BY THE INCORPORATOR WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS 15th DAY OF JUNE, 2000


PEDRO E. SORIA

President - Director

INCORPORATOR

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00 JUN 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA