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REPLY TO: MIAMI

LEONARDO A. ROTH
ROBERT A. MILNE*
MARK E. ROUSSO

JEFFREY S. BENJAMIN
MICHELE R. LAINE
MARK KATSMAN

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

October 16, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-10/20/97--01121--004
*****35.00 *****35.00

Re: K.P.S. ENTERPRISES, CORP.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed, for your convenience.

If you have any questions, please contact this office.

Very Truly Yours,

ROTH, MILNE & ROUSSO

Leonardo A. Roth
LEONARDO A. ROTH
LAR, er
Encl.

FILED
97 OCT 20 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
K.P.S. ENTERPRISES, CORP.

FILED
97 OCT 20 PM 2:34
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:

RESOLVED that

FIRST : The following shall be removed as President, Vice President, Treasurer, Secretary, and Director of the of the aforementioned corporation:

Miguel Lulinski
9350 South Dixie Hwy. PH 2
Miami, Florida 33156

SECOND : The following individual shall be the new President, Vice President, Treasurer, Secretary and Director of the aforementioned corporation:

Exequiel Valdivia
9350 S. Dixie Hwy., PH2
Miami, Fl 33156

THIRD : The date of the Amendment's adoption was October 2, 1997.

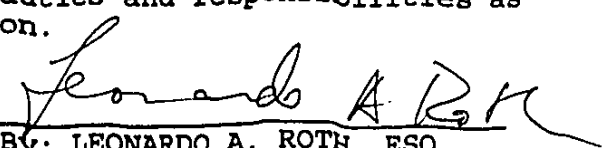
FOURTH : The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this October 2, 1997.

K.P.S. ENTERPRISES, CORP.


MIGUEL LULINSKI - DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.


By: LEONARDO A. ROTH, ESQ.
Registered Agent