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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ____________________ (Corporation Name) ____________________ (Document #)
2. ____________________ (Corporation Name) ____________________ (Document #)
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- [ ] Walk in
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- [ ] Certificate of Status

NEW FILINGS

- [ ] Profit
- [ ] Not for Profit
- [ ] Limited Liability
- [ ] Domestication
- [ ] Other

AMENDMENTS

- [ ] Amendment
- [ ] Resignation of R.A., Officer/Director
- [x] Change of Registered Agent
- [ ] Dissolution/Withdrawal
- [ ] Merger

OTHER FILINGS

- [ ] Annual Report
- [ ] Fictitious Name

REGISTRATION/QUALIFICATION

- [ ] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

FILED
02 JUN 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials AC 6/14

CR2E031(7/97)

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VARELA INVESTMENTS CORPORATION

FILED
02 JUN 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 that the Principal Office of the corporation is 4410 West 16th Avenue, Bay 29, Hialeah, FL 33012 and the Registered Agent of this corporation shall be JUAN B. ESCALONA, whose address is 4410 West 16th Avenue, Bay 29, Hialeah, FL 33012.

Article VIII shall remove LAZARO VARELA and be amended to read that the Director, President, Secretary and Treasurer and Vice-President is JUAN B. ESCALONA.

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:

May 31, 2002

FOURTH: Adoption of Amendment(s) (check one)

_XX__ The amendment(s) was/were approved by the shareholders. The number of votes casted 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 31st day of May, 2002.

Signature (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)

JUAN B. ESCALONA

Typed or printed name

President

Title

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 to 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: VARELA INVESTMENTS CORPORATION.

2. The name and address of the registered agent and office is:

JUAN B. ESCALONA
4410 West 16th Avenue, Bay 29
Hialeah, FL 33012

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent.

Signature

5/31/02

Date