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BASIC AMENDMENT
ACTION SERVICE GROUP, INC.

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Amendment
6/7/05
Dr

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

ACTION SERVICE GROUP, INC.

(Present name)

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:

May 3, 2005

First : Amendment(s) adopted: AMENDED.

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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H05000141123 3First: Articles Amended**ARTICLE XVI BOARD OF DIRECTORS OF INCORPORATION**

This Corporation has NOW TWO (2) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Adriano Barbosa President	4005 Banyan Trails Drive Coconut Creek, FL 33073
Daniela Barbosa Secretary	4005 Banyan Trails Drive Coconut Creek, FL 33073

Second: The date of adoption of the amendments.

The date of adoption of the amendments was May 3, 2005.

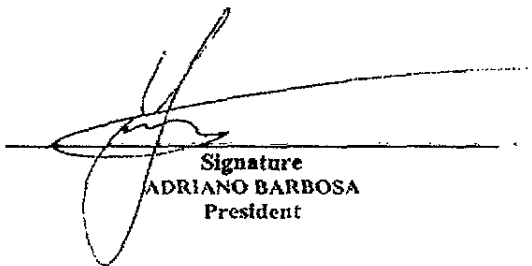
Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this June 3, 2005.


Signature
ADRIANO BARBOSA
President


Signature
DANIELA BARBOSA
Secretary


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