

P99000000404

Miami Real Estate Services inc
275 Fountainbleau Blvd., Suite 120
Miami, Fl 33172
Business: (305) 225-5599 Fax: (305) 225-7202

FILED
99 JUN 24 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Florida Department of State- Corporation Section
2100 Mahan Dr. Tallahassee, Florida 32308

Please effectuate the following changes of Officers and Directors, herewith attached are original resignations and acceptances duly executed, and minutes, and resolutions.

If anything further is needed please call or write at the address above.

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-06/03/99--01087--003
*****35.00 *****35.00


Raul Maestri, President
Miami Real Estate Services, Inc
A Florida Corporation.

SEAL

Amend.

V. SHEPARD JUN 28 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 1999

RAUL MAESTRI, PRESIDENT
MIAMI REAL ESTATE SERVICES, INC.
275 FOUNTAINBLEU BLVD., STE. 120
MIAMI, FL 33172

SUBJECT: MIAMI REAL ESTATE SERVICES, INC.
Ref. Number: P99000000404

We have received your document for MIAMI REAL ESTATE SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because the Corporation Annual Report is not yet due, the corporation should file Articles of Amendment to its Articles of Incorporation to change or add officers and /or directors. If the registered agent or registered office has changed, this change can also be made in the amendment. The new agent must sign and state that he is familiar with the obligations of the position. Enclosed are guidelines on filing an amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 999A00031642

REC 9:28
JUN 24 1999
DIVISION OF CORPORATIONS

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

MIAMI REAL ESTATE SERVICES, INC.

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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: Shareholders meeting held on 3/1/99, herewith attached, New Appointments as follows: Raul Maestri is Director and as President of this Corporation, He understands and accepts his obligations.

New appointment as follows: Shirley Velasco is Director and Vice President in charge of operations, of this Corporation, She understands and accepts her obligations.


New appointment as follows: Yasmin Ramos is Director and Vice President in charge of marketing, of this Corporation, She understands and accepts her obligations.

SECOND: The date of each amendment's adoption: 3/1/99.

THIRD: Adoption of Amendment(s) .

The amendments were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval. And adopted by the directors.

Signed this 18th day of June, 1999.



Shirley Velasco
Vice President for the Board of Directors.

Shareholders Meeting held on 3/1/99

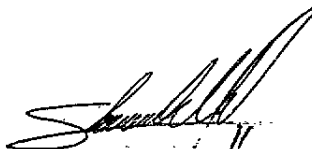
Minutes

1. Greetings.
2. Shareholders vote.
 - a. Resignations from Roy Ramos and Raul Ramos.
 - b. Raul Maestri, Shirley Velasco, Yasmin Ramos are elected to the Board of Directors.The above appointments will take effect immediately, and to serve in such capacity until the next annual meeting of the stockholders and directors or until their successor is elected and qualifies.

Resolution

Resolved as follows:

1. That the resignation of Roy Ramos, and Raul Ramos, as officers and Directors of this corporation are hereby accepted and ratified.
2. That Raul Maestri is voted Director and as President of this corporation in place and stead of Raul Ramos to take effect immediately, and to serve in such capacity until the next annual meeting of the stockholders and directors or until his successor is elected and qualifies.
3. That Shirley Velasco is voted Director and as Vice President in charge of operations, of this corporation in place of Roy Ramos to take effect immediately, and to serve in such capacity until the next annual meeting of the stockholders and directors or until her successor is elected and qualifies.
4. That Yasmin Ramos is voted Director and as Vice President in charge of marketing, of this corporation to take effect immediately, and to serve in such capacity until the next annual meeting of the stockholders and directors or until her successor is elected and qualifies.
5. That the proper officers of the corporation take all acts that may be necessary in order to effectuate the foregoing resolutions.



For Miami Real Estate Services, Inc
(A Florida Corporation)