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00 MAY 17 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. GPX INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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AMEND.
Spayre
5/17/00

Examiner's Initials

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
GPX, INC.

FILED
00 MAY 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Present name)

Pursuant to provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, deleted)

ARTICLE VII: BOARD OF DIRECTORS

The name(s) and address(es) of the Member of the Board of Directors are:

LUIS PEREZ - President 8785 S.W. 84TH Street Miami, FL 33173
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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: 01/12/2000

FOURTH: Adoption of Amendment(s) *Check One*

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ 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 approved by the shareholders through a voting group.

(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)

Signed this: **15 May, 2000**

By:

(Chairman or Vice Chairman of the Board of Directors, Presidents or other officer if adopted by the shareholders) Or (A director or incorporator if adopted by the directors of incorporators)

LUIS PEREZ

(Type or print name)

President

(Title)