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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

PLUS DISTRIBUTOR GROUP, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2001

PLUS DISTRIBUTOR GROUP, INC.
8181 N.W. 36TH ST., 17-C
MIAMI, FL 33166

SUBJECT: PLUS DISTRIBUTOR GROUP, INC.
REF: P9900G047927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 245-6906.

Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

PLUS DISTRIBUTOR GROUP, INC.

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: The following articles are being amended:

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be :

8181 N.W. 36th Street
Suite 17-C
Miami, FL 33166

Article VII: The new Board of Director and officers are:

Javier Sandoval, Sr. President/Secretary	8181 N. W. 36 th Street Suite 17-C Miami, FL 33166
Carlos Eduardo Vasquez Vice-President	8181 N. W. 36 th Street Suite 17-C Miami, FL 33166

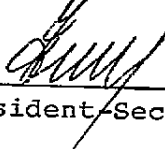
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SECOND: The date of each amendment's adoption is September 10, 2001

THIRD : The amendments were approved by the shareholders. The number of votes Cast for the amendments were sufficient for approval.

Signed this 10th day of September, 2001

Signature


President/Secretary

- Javier Sandoval