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CORAL GABLES, FL 33134 (305)444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. VR INVESTMENTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 23 PM 4:28

00 MAY 23 AM 10:26

FILED

RECEIVED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
5-23-00
PMS

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*****35.00 *****35.00

Examiner's Initials

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

VR INVESTMENTS, INC.

FILED
00 MAY 23 PM 4:28
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:

(1) VR INVESTMENTS, INC., hereby amends its original Articles of Incorporation and adds "Article X OFFICERS" to add a the following Officers as follows:

ARTICLE X OFFICERS

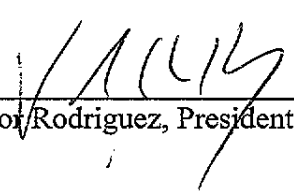
Vice President/Director: Maria Rodriguez
 2828 Coral Way
 Suite 304
 Miami, Florida 33145

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendemnt itself, are as follows:

THIRD: The date of each amendment's adoption shall be May 22, 2000.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

VR INVESTMENTS, INC.



Victor Rodriguez, President

May 22, 2000
Date