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

1. R.R.R. SATELLITE & SECURITY CAMERAS, INC.
(Corporation Name) (Document #)

2. _____
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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
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<input type="checkbox"/>	Reinstatement
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Amend
8-16-00
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DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

00 AUG 16 AM 9:33

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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
R.R.R. SATELLITE & SECURITY CAMERAS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE 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 or deleted.

ARTICLE III- SHARES: The new number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED(500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE VII- OFFICERS: The new officers of the Corporation shall be:

ROLANDO M. REATEGUI, SR. - President
CARLOS MANUEL REATEGUI ROJAS - Vice President
JORGE REATEGUI - Treasurer
JUAN CARLOS REATEGUI - Secretary

ARTICLE VIII: The number of shares in this corporation shall be distributed as follows:

ROLANDO M. REATEGUI, SR. - 50%
CARLOS MANUEL REATEGUI ROJAS - 50%
JORGE REATEGUI - 0%
JUAN CARLOS REATEGUI - 0%

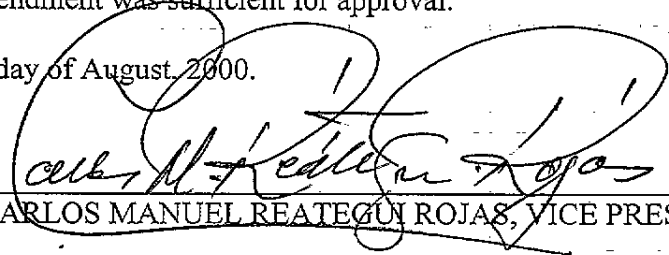
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is August 14, 2000.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for each amendment was sufficient for approval.

Signed this 14th day of August, 2000.

SIGNATURE:


CARLOS MANUEL REATEGUI ROJAS, VICE PRESIDENT