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

THIRD MILLENNIUM INVESTMENTS INC. (Corporation Name) (Document #)

Corrend

RECEIVED
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DIVISION OF CORPORATIONS

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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	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Examiner's Initials *AD*
8/7/01

**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THIRD MILLENIUM INVESTMENTS INC.**

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01 AUG -6 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The

FIRST: Amendment adopted: ARTICLE II amended

ARTICLE II: DIRECTORS

At a joint meeting of all present officers and directors of the corporation it was decided the the new officers and directors are to be as follows:

OBDULIO MOISES SALOM - PRESIDENT AND CEO
13720 SW 34th Street
Miami, Florida 33175

ANTONIO FLEITAS - VICE PRESIDENT
9800 SW 34 Street
Miami, Florida 33165

EVARISTA CURBELO - SECRETARY & TREASURER
13825 SW 88 Street
Miami, Florida 33186

GYORGY MIDECKZY - DIRECTOR & CFO
13825 SW 88 Street
Miami, Florida 33186

JORGE LOPEZ - DIRECTOR
9800 SW 88 Street
Miami, Florida 33165

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

THIRD: The date of each amendments adoption: August 3rd, 2001

FOURTH: Adoption of Amendment

 X The amendments were approved by the shareholders. The number of votes cast for amendments were sufficient for approval

 The amendments were approved by the shareholders through voting groups.

The following statement must be made separately for each voting group entitled to vote separately on each amendment:

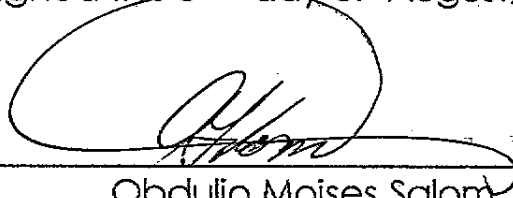
"The number of votes cast for the amendments were sufficient for approval by N/A ".

 The amendments were adopted by the Board of Directors without shareholders action and shareholder action was not required.

 The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of August, 2001.

Signature

A handwritten signature in dark ink, appearing to read 'Obdulio Moises Salom', is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

Obdulio Moises Salom
President and CEO