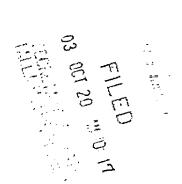
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Amend T. Lewis 10/22/03

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



South Bay Lending Corporation	- 4.5
(Present Name)	
V34746	
(Document Number of Corporation (If known)	

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: (indicate article number(s) being amended, added or deleted)

Articles VI. Directors

Amended to:

: 🕻

All Corporation powers shall be excercised by or under the authority of, the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incoporation. This Corporation shall have two directors. The names and street addresses of the Board of Directors are:

Sara Gutierrez

245 SW 28th Road, Miami, Florida 33129

President/C.E.O.

Luissell Brito Vice President

1685 79th Street Causeway, Apt.5B, North Bay Village, Florida 33141

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: T	he date of each amendment's adoption: October 8th, 2003 .
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. 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
	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 adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 8th day of October , 2003 .
	Signature: (By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)