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BASIC AMENDMENT

VALHALLA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL -2 PM 4:34

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

VALHALLA, INC.

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

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FIRST: Amendment adopted:

ARTICLE I - NAME

The name of the Corporation will be: Remain the same.

The principal place of business of this corporation: Remain de Same

ARTICLE VIII: DIRECTORS (Amended)

The Board of Directors will be:

Nicolas A. Rivera,
President/Director
2100 Hollywood Blvd.,
Hollywood, FL. 33020

Janet Cabrera,
Secretary/Treasurer/Director
2100 Hollywood Blvd.,
Hollywood, FL. 33020

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: N/A

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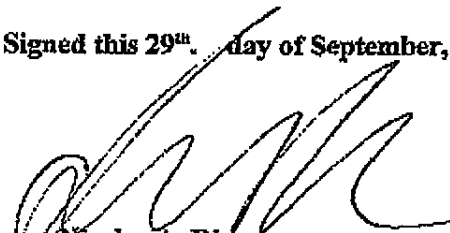
FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FIFTH: The registered office of the corporation shall be: 2100 Hollywood Blvd., Hollywood, FL. 33020

SIXTH: The Registered Agent shall be: Remain the same

SEVENTH:: These amendments was accepted and approved on June 29th, 2001

Signed this 29th day of September, 2001



Nicolas A. Rivera,
Incorporator / *PRESIDENT*

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