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BASIC AMENDMENT

PEEKY AMERICA, INC.

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Amendment

12/05/03

DC

((H03000329911))

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
PEEKY AMERICA, INC.**

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 adopted:

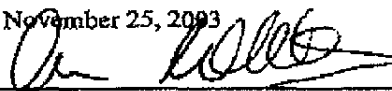
**ARTICLE: VIII
BOARD OF DIRECTORS**

- DELETE:** Luis Carlos S de Faria P/S/T
2801 NW 74TH AVENUE #201
MIAMI, FL 33122
- ADD:** Ian C. Wills D/P/S/T
2801 NW 74TH AVENUE #201
MIAMI, FL 33122
- ADD:** Luis Carlos S De Faria/Chief Operating
2801 NW 74TH AVENUE #201
MIAMI, FL 33122
- ADD:** Danielle N. Prieto/Administrative Assistant
1918 SW 3RD AVENUE #A
MIAMI, FL 33129

SECOND: The date of each amendment's adoption November 25, 2003

THIRD: The amendment(s) was/were adopted by the board of directors without Shareholders action and shareholder was not required.

Signed this November 25, 2003

Signature: 
Ian C. Wills-President

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