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BASIC AMENDMENT

D'FRIENDS ENTERPRISES, CORP.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

D'FRIENDS ENTERPRISES, CORP.

(Present name)

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:

December 19, 2003

First: Amendment(s) adopted: AMENDED.

ARTICLE I - NAME

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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First: Articles AmendedARTICLE I - NAME

The NEW name of this corporation is *D'Friends Corporation*.

ARTICLE VI - SHAREHOLDERS

This corporation has one (1) Shareholder(s). The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Torres, Weyder Rocha President	3567 Wiles Rd # 105 Coconut Creek, FL 33073	100%

ARTICLE XVI - BOARD OF DIRECTORS

This Corporation has one (1) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Torres, Weyder Rocha President	3567 Wiles Rd # 105 Coconut Creek, FL 33073

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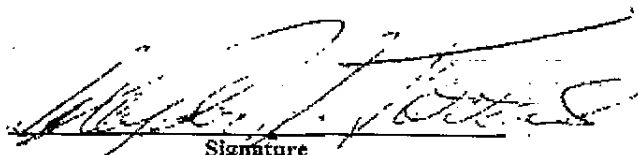
Second: The date of adoption of the amendments.

The date of adoption of the amendments was December 19, 2003.

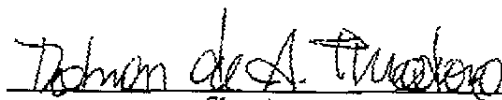
Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this December 19, 2003.


Signature
Torres, Weyder Rocha
President

The resigning officer of this corporation, resigning on this date, is:


Signature
Theodoro, Robson Alencar
President



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