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BASIC AMENDMENT

GENESIS TILE INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

GENESIS TILE INC.

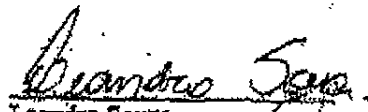
FIRST: Article V- The names of the board of directors is amended to read as follows:

Leandro Souza  
5305 Summerlin Road # 15  
Fort Myers, FL 33919

Luciano Souza  
5305 Summerlin Road # 15  
Fort Myers, FL 33919

The amendment was adopted on December 22, 2003

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

  
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Leandro Souza  
President