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To:

Division of Corporations

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From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346

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11VISION OF CORPORATIONS

BASIC AMENDMENT

COPANS PETROLEUM DEVELOPERS INC.

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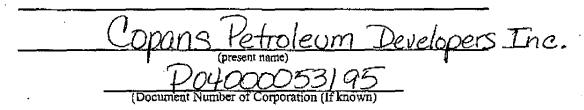
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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)

article V: OFFicers & Director
Shall be Amended to read as follows!
Warren M. Sands (Pres/Trea) 50%
9725 sw. 124th Terr.
Hiami, Fil 33175.
Aldo H. Escobar (VP/Sec) 50%
9725 sw. 124th Terr
Miami, Fil 33175.

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:

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	2-21-x1
THIRD: I	The date of each amendment's adoption:
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
1	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 31st day of Harch 2004
Signatu re	Aldo of Etab
	(By a director if adopted by the directors)
	OR (By an incorporator if adopted by the incorporators)
	(by an incorporator if adopted by the incorporators)
	Aldo. H Escobar (Typed or printed name)
¢	Vice - President