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BASIC AMENDMENT

ANDEAN DEVELOPMENT CORPORATION

Certificate of Status	1
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANDEAN DEVELOPMENT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Joseph I. Emas, Secretary and Director of Andean Development Corporation, a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that

1. The name of the Corporation is ANDEAN DEVELOPMENT CORPORATION, document number P94000076687.
2. The following provision of the Articles of Incorporation of the Corporation are amended as follows:

The Articles are deleted and replaced with the following:

ARTICLE ONE

The name of the corporation is ANDEAN DEVELOPMENT CORPORATION.

ARTICLE TWO

The address of the corporation's principal place of business and mailing address in the State of Florida is 1224 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE THREE

The name and address of its registered agent is Joseph I. Emas, Esq. 1244 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE FOUR

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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ARTICLE FIVE

The number of directors which shall constitute the Board of Directors of the corporation shall be neither less than one (1) nor more than seven (7) as determined in accordance with the bylaws of the corporation.

ARTICLE SIX

The total number of shares of capital stock which the corporation has authority to issue is 105,000,000 shares of capital stock, 100,000,000 shares of common stock par value \$0.0001 and 5,000,000 shares of preferred stock, the rights and preference of which shall be determined solely by the members of the Board of Directors of the corporation.

ARTICLE SEVEN

The corporation is to have perpetual existence.

ARTICLE EIGHT

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the corporation.

ARTICLE NINE

Meetings of stockholders may be held within or without the State of Florida, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE TEN

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation will not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Ten will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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ARTICLE ELEVEN

The corporation expressly elects not to be governed by Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

ARTICLE TWELVE

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

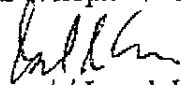
3. In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendment was adopted on March 22, 2004, by a majority of the Corporation's shareholders and Board of Directors pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes. The number of votes cast by the shareholders for the amendment was sufficient for approval by the shareholders.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, Andean Development Corporation has caused this Articles of Amendment to the Articles of Incorporation to be executed by the undersigned duly authorized officers of the Corporation as of the 22nd day of March, 2004.

Andean Development Corporation, a Florida corporation

By:  /s/ Joseph I. Emas
Joseph I. Emas, Director, Secretary

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