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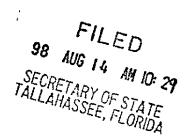
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W.P. Verifier

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



PROPER	COMPOSITION	INC.	

(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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

- Amendments 1) chage of president and register agent
 - 2) New president and register agent MARA GONZALEZ

Rivadeneira & Associates Inc 2742 S.W. 8 St #201 Miami Florida 33135

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:

پختیالد	, ,	
THIRD: 7	The date of each amendment's adoption: Avgvs + 6, 1998	
FOURTH;	Adoption of Amendment(s) (CHECK ONE)	
.	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
0	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	
	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.	
	snareholder action was not required.	
Sic	gned this day6 ofAugust 1998	•
(of 1998	•
Signature	Have Goal	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	ÒR ··	
	(By a director if adopted by the directors)	
•	OR	
,	(By an incorporator if adopted by the incorporators)	
		•
	MARAPGONZALEE Typed or printed name	-
	*yped of printed italife	
	Vicepresident.	-
	Title	

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Plorida Statues, the undersigned corporation, organized under the laws of the State of Plorida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

Pirst that	PROPER COMPOSITION INC.
	(Name of Corporation) ize under the laws of the State of FLORIDA
with its princi	pal office, as indicated in the articles of
	(Name of Registered Agent)
	8th ST #201. M.FL. 33135County of Dade (County) (City) as its agent to accept service of process within

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE_