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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UME INTERNATIONAL, INC.

AUDIT NUMBER.....H97000001689

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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(3)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is UME INTERNATIONAL, INC.

SECOND: The following amendment to the articles of incorporation was adopted by the corporation:

The officers of the corporation will be changed as follows:

Delete Jaroslav Fejfar as Vice President. Appoint Jaroslav Koblasa as Vice President in his place.

After this change the officers will be as follows:

President -	Jan Mizer
Vice President -	Jaroslav Koblasa
Secretary/Treasurer -	Jana Lighburn

THIRD: The amendment was adopted by unanimous vote of all of the shareholders of the corporation on January 29, 1997.

Dated: January 29, 1997

UME INTERNATIONAL, INC.
Corporation Name

By [Signature]
Secretary

Kim Marks, CPA
11900 Biscayne Blvd. # 290
N. Miami, FL 33181
(305) 895. 5815

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EMPIRE CORPORATE KIT

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STATE OF FLORIDA

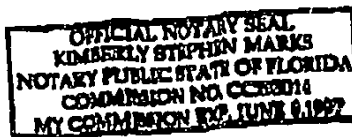
COUNTY OF DADE

Before me, the undersigned authority personally appeared JANA LIGHTBURN, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this January 29, 1997.


Notary Public

My commission expires:



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