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BASIC AMENDMENT

JUNO POINTE HOLDINGS, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JUNO POINTE HOLDINGS, INC.,
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, as amended (the "FBCA"), JUNO POINTE HOLDINGS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is JUNO POINTE HOLDINGS, INC.
2. ARTICLE II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and a new ARTICLE II is inserted in its place, as follows:

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

5325 Fairchild Way
Coral Gables, Florida 33156

3. ARTICLE VI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and a new ARTICLE VI is inserted in its place, as follows:

**ARTICLE VI
INITIAL DIRECTOR**

The name and address of the initial director of the Corporation is:

Barry Brant
5325 Fairchild Way
Coral Gables, Florida 33156

4. ARTICLE VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety.
5. ARTICLE VIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety.
6. ARTICLE IX of the Corporation's Articles of Incorporation is hereby deleted in its entirety.

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7. Exhibit A to the Corporation's Articles of Incorporation is hereby deleted in its entirety.

8. Except as hereby amended, the Corporation's Articles of Incorporation shall remain the same.

9. The amendments made herein to the Articles of Incorporation of the Corporation were recommended to the shareholders by the director of the Corporation and were approved by the unanimous written consent of the shareholders and the director of the Corporation on the date of these Articles of Amendment, pursuant to the FBCA.

10. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Articles of Incorporation, this 22 day of November, 2005.

JUNO POINTE HOLDINGS, INC.

By: 

Name: Barry Brant

Title: President

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