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**BASIC AMENDMENT
CARNABY HOLDINGS, INC.**

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARNABY HOLDINGS, INC.
(Document No. P00000009150)**

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On January 20, 2003, the Board of Directors of Carnaby Holdings, Inc. passed a resolution that Article I of the Articles of Incorporation be amended. On January 20, 2003, a majority of the Shareholders adopted the recommendation of the Company's Board of Directors and by consent, approved this Amendment to the Articles of Incorporation of Carnaby Holdings, Inc. The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006.

1. The name of the corporation is Carnaby Holdings, Inc.
2. Article 1 of the Articles of Incorporation of Carnaby Holdings, Inc. shall be amended as follows:

ARTICLE 1. Name

The name of this corporation is:

EDESSO, INC.

SECOND: The date of adoption of this amendment by the shareholders of this corporation is January 20, 2003 and shall become effective upon filing with the Secretary of State of Florida.

THIRD: This amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF the undersigned, the President and Secretary of the Corporation, have executed this Amendment to the Articles of Incorporation this 20th day of January, 2003.

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L. Van Stillman, President

Prepared by:
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