

G12001

Florida Department of State

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BASIC AMENDMENT

NOVA VENTURES, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 12, 2001

NOVA VENTURES, INC.
8638 PHILLIPS HWY #3
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SUBJECT: NOVA VENTURES, INC.
REF: G12001

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**ARTICLES OF AMENDMENT TO THE
 ARTICLES OF INCORPORATION
 OF
 NOVA VENTURES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to a consent meeting of all of the shareholders and the members of the Board of Directors held the 7th day of September, 2001.

1. Article III is deleted in its entirety and the following substituted in lieu thereof:

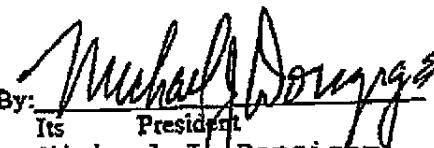
"The aggregate number of shares which this Corporation is authorized to issue is 10,000 shares of common stock. Of such shares, 5,000 shall be Class A Voting common and 5,000 shall be Class B Non-Voting common. Each share shall have a par value of \$1.00. The common stock Class A Voting and the common stock Class B Non-Voting shall be identical in all respects, except that the holders of the common stock Class B Non-Voting shall have no voting power for any purpose whatsoever and the holders of common stock Class A Voting shall, to the exclusion of the holders of common stock Class B Non-Voting, have full power for all purposes.

Said stock may be issued for such consideration having a value not less than the par value of the shares issued therefore as is determined from time to time by the Board of Directors; however, neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of stock of this Corporation."

2. In all other respects, except as specifically changed and modified in these Articles of Amendment to the Articles of Incorporation, all of the provisions contained in the Articles of Incorporation of Nova Ventures, Inc. shall be and remain the same.

Executed by the undersigned this 7th day of September, 2001.

NOVA VENTURES, INC.

By: 
 Its President
 Michael J. Donziger