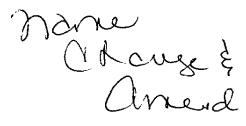
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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MANHATTAN INVESTMENTS, INC

DOCUMENT NO.G69322

(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)

THE NAME OF THE CORPORATION SHALL BE HOPEFIELD INVESTMENTS, INC (ART 1)

SECOND: THE PRINCIPAL ADDRESS SHALL BE 20580 NE 6 CRT, MIAMI, FLA 33179

THIRD: THE REGISTERED AGENT SHALL BE VINCENT LYONS, 20580 NE 6 CRT, MIAMI, FLA 33179

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:

THIRD:	The	date of each amendment's adoption: APRIL 13, 2004					
FOURTI	H: A	doption of Amendment(s) (CHECK ONE)					
Ę	2)	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.					
Į	3	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						
		Actual Road					
į		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.					
	Sig	ned this 14TH day of APRIL XXXX 2004.					
Signatur	e <u>}</u>	VLaren					
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) VINCENT LYONS, PRES							
OR							
(By a director if adopted by the directors)							
		OR					
(By an incorporator if adopted by the incorporators)							
Typed or printed name							
Title							

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on the corporation at the registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

DATED: APRIL 14, 2004

VINCENT LYONS, Registered Agent