

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Manhattan Investments, Inc.

*file
2nd*


Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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:

FILED
04 APR 20 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: APRIL 13, 2004


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- 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 _____"
voting group

- 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.

Signed this 14TH day of APRIL, ~~2003~~ 2004

Signature: 
(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

V. Lyons
VINCENT LYONS, Registered Agent