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Division of Corporations

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Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : BARINAS & ASSOCIATES INC.

Account Number : 120000000082 Phone : (305)871-0889

Fax Number : (305)870-9623

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BASIC AMENDMENT

MIN & MIN, INC.

FFCFN/FD 50CT-X AM 8:00

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

MIN & MIN, INC. (Present name) L78580 (Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Plorida 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)

ARTICLE I

The name of the corporation will be changed to:

CARNEGUE DEPOT USA, INC.

ARTICLE V

The name of the initial registered agent should be changed:

Delete:

KELLY HULTS

Add:

YEN M HULTS 3860 NW 59THAVE MIAMI, FL 33166

Registered agent signature

(HO50002376373)

.THIRD: The date of each amendment's adoption: October 3rd, 2005

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) shareholder action					
	3**		October	•		
	Signed this	day of		, 2005.		
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Sig	mature Hun 8	lun Hull	2			
	(By the Chairm if adopted by th	an or Vice Chairman of he shareholders)	the Board of Directors	, President, or other officer		
		O.	ξ			
	Į)	By a director if adopt	ted by the directors	3)		
		<u>"</u>				
		OF	-	, , , , , , , , , , , , , , , , , , ,		
	(By an	incorporator if adop	ted by the incorpo	rafors)		
		YEN M I	HULTS			
		Typed or pri	nted hame			
		PR ES II	DENT			
		Ties	<u> </u>			

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ARTICLE VII

The following officers will be deleted:
As Treasurer

KATHY GENTILE

As Secretary

KELLY HULTS

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:

The ownership of the 24000 shares issued by the corporation will be as follows:

YEN M HULTS 12240 Shares 51% Ownership

RUSSELL HULTS 11760 Shares 49% Ownership