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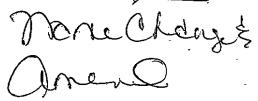
-1840 CORAL WAY, 4TH FLOOR

MIAMI, FL 33145 (305) 854-6000 (City, State, Zip) (Phone #)

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ARTICLES OF INCORPORATION

OF

THE NINE MILE SWIMMERS, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

The name of this corporation shall be changed to THE NINE-MILE SWIMMERS

SOCIETY, INC.

SECOND:

Article 4 of the Articles of Incorporation provides:

President:

Erie Rojas-Angles

Vice-President:

Clyde Porter, Vernon Oster, and Onelio Tam

Secretary:

Lillian Sanpere

Treasurer:

Clyde Porter

THIRD:

Article 4 shall be amended to state:

President:

Erie Rojas-Angles

Vice-President:

Vernon Oster, Onelio Tam, Terry King, and Eric Goodman

Secretary:

Lillian Sanperer

Treasurer:

Clyde Porter *

whose addresses shall be the same as the principal address of the Corporation.

FOURTH: Article 7 of the Articles of Incorporation states Director as:

Erie Rojas-Angles Vernon Oster Onelio Tam Terry King Lillian Sanpere Clyde Porter

FIFTH: Article 7 shall be changed to state Directors as:

Erie Rojas-Angles

Vernon Oster,

Onelio Tam

Terry King

Lillian Sanpere.

Clyde Porter .

Eric Goodman

whose addresses shall be the same as the principal address of the Corporation.

SIXTH: The date of the adoption of this amendment is the 23 May 2002 by the Members.

SEVENTH: The Board of Directors has adopted a resolution setting forth this amendment of the Articles of Incorporation of the corporation. Said resolution was submitted to a vote at a special meeting of all of the Members of the corporation entitled to vote thereon. The amendment to the Articles of Incorporation was adopted unanimously by all of the Members at such meeting. The number of votes cast for the Amendment was sufficient for approval.

EIGHTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation of THE NINE MILE SWIMMERS, INC..

Signed this 23 May 2002.

Erie Rojas-Angles, President