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WISION OF CORPORATIONS

BASIC AMENDMENT

ARTE INVEST FOUNDATION CORP.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 5, 2004

ARTE INVEST FOUNDATION CORP. 359 MERIDIAN AVENUE, SUITE 107 MIAMI BEACH, FL 33139

SUBJECT: ARTE INVEST FOUNDATION CORP.

REF: N03000003641

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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Darlene Connell Document Specialist FAX Aud. #: H04000000476 Letter Number: 504A00000304

HO4-476



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ARTE INVEST FOUNDATION CORP.

(PRESENT NAME)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit 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 5: BOARD OF DIRECTORS: ADD OFFICER: DIRECTOR, MICHAEL AUSTIN, 4757 E. GREENWAY RD., #107-B, PHOENIX, AZ 85032

SECOND: The date of adoption of the amendment(a) was: 1-02-04

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

ARTE INVEST FOUNDATION CORP.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

GIOVANNI BELOSSI

Typed or printed name

Title: PRESIDENT

Date: 1-02-04

H04-476

Prepared by: ACE INDUSTRIES, 54 N.W.11 STREET, MIAMI, FL. 33136 (305) 358-2571.