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BASIC AMENDMENT

ARTS FESTIVAL OF THE AMERICAS, INC.

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01/05/2005

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF ARTS FESTIVAL OF THE AMERICAS, INC.

DOCUMENT NO. N03000006398

Pursuant to the provisions of Section 617.1006, Florida Statutes, filed in compliance with § 617.01201, this Florida Corporation adopts the following articles of amendment to its articles of incorporation:

1. The Amendment in the existing Articles of Incorporation being effected hereby is to delete in it's entirely Article One of the Articles of Incorporation and replace it with the following:

ARTICLE ONE

The name of the corporation shall be: Festival Arte, Inc.

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2. There are no members entitled to vote on this amendment. Therefore, this amendment to the Articles of Incorporation was adopted by the majority vote of the Board of Directors of the Corporation on November 12, 2004 in accordance with Sections 617.1002(b) of the Florida Statutes stating "if there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office."

These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the Chairman of the Board of Directors has executed these Articles of Amendment of the Articles of Incorporation this 11th day of January, 2005.

ludith A. Lisi,

Chairperson of the Board

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