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BASIC AMENDMENT

AFRETECH USA, INC.

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P.02

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
AFRETECH USA, INC.
(A FLORIDA CORPORATION)

Article of Incorporation of the undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

First: The name of the Corporation shall be AFRETECH USA, INC.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Tampa, Hillsborough County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

- a) Geoffrey Ridden, 10608 Chambers Drive, Tampa, Florida 33626
- b) Jacqueline Boyd, 10608 Chambers Drive, Tampa, Florida 33626

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

*Prepared by The Strategic Counsel, L.C.
Attorneys & Counsellors at Law*

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organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Seventh: The manner in which directors are elected or appointed is: Voted

Eight: The name and address for the registered agent is Steven P. Riley, 4805 West Laurel Street, Suite 230, Tampa, Florida 33607.

Ninth: The initial officer(s) and/or director(s) of the corporation are as follows:

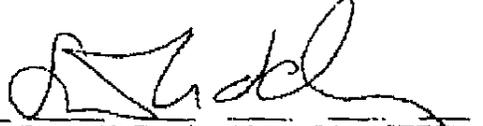
President: Geoffrey Ridden, 10608 Chambers Drive, Tampa, Florida 33626

Vice President: Jacqueline Boyd, 10608 Chambers Drive, Tampa, Florida 33626

Tenth: The effective date for this corporation shall be November 26, 2003.

Eleventh: There are no members entitled to vote on this amendment. Rather, the Board of Directors has adopted this amendment on October 14, 2005.

In witness whereof, we have hereunto subscribed our names this 18th day of October 2005.



GEOFFREY RIDDEN, President of AFRETECH USA, INC.



JACQUELINE BOYD, Vice President of AFRETECH USA, INC.