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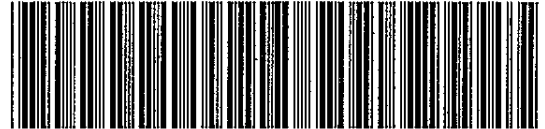
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pro-Huaylas Development, Corp.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pedro A. Villanueva

(Name of Contact Person)

Pro-Huaylas Development, Corp.

(Firm/ Company)

2842 NW 95th Ave

(Address)

Coral Springs, Florida 33065

(City/ State and Zip Code)

For further information concerning this matter, please call:

Pedro A. Villanueva at (954) 682-8172 or 755-0566
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

ARTICLE III PURPOSE

Clause a.

The organization's primary mission includes relief to the poor, the distressed, or the underprivileged through advancement of Christian religion, advancement of education or science; erection or maintenance of public buildings such as sport facilities and providing high quality coaching in an encouraging and positive environment. Our coaching staff will exemplify an integrated lifestyle of sports and faith, creating an exciting learning environment for the children to develop his/her soccer skills and foster Biblical knowledge, active faith, and the development of Christian life skills.

Clause b.

The financial resources and assets of the organization will not be distributed or given to its members, trustees officers, sponsors or other private persons or entities as a payment for their support, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered to its operation and administrative practices. Furthermore, the organization will not participate in or intervene in any political activity whatsoever. Therefore, it will not pursue political propaganda or literature or otherwise influence legislation on behalf of any candidate or public office.

Clause c.

Upon the dissolution of the organization, assets shall be distributed to the local government in this case to the Town of Huaylas. From that point on, it will continue operating and administering the given services set forth. It will be stated that this contribution of good will is from the American, Peruvian American people, members and donors of the organization based on the State of Florida of the United States of America as a way and means to help or gift to the town and the surrounding communities to continue operating and providing new opportunities to our people of this undeveloped country.

The date of adoption of the amendment(s) was: December 23, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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 or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Pedro A. Villanueva

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35