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From: **GAIL S. ANDRE**

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BASIC AMENDMENT

LUGANO CORPORATION

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF LUGANO CORPORATION**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, **LUGANO CORPORATION**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **LUGANO CORPORATION**.
2. The original Articles of Incorporation for the Corporation were filed on January 24, 2000, and assigned Charter No. P00000007300, which was further amended on July 20, 2000.
3. By a written consent executed on February 12, 2004 by the sole director and sole shareholder of the Corporation, the sole director and sole shareholder have approved an amendment to the Corporation's Articles of Incorporation increasing the number of shares of its authorized par value common stock from one thousand (1000) shares to ten thousand (10,000) shares of \$.001 par value common stock. The amendment was approved by the sole director and sole shareholder of the Corporation, and the number of votes cast for approval was sufficient.
4. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of \$.001 par value common stock. Such shares shall be of a single class.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment to Articles of Incorporation on behalf of the Corporation this 12th day of February, 2004.

LUGANO CORPORATION, a Florida
corporation

By Mark Golden
Mark Golden, President