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BASIC AMENDMENT

RAFAEL ARCANGEL CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 7, 2001

RAFAEL ARCANGEL CORPORATION
1544 WEST FLAGLER STREET
MIAMI, FL 33135

SUBJECT: RAFAEL ARCANGEL CORPORATION
REF: P00000038556

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Darlene Connell
Corporate Specialist

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(3)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

RAFAEL ARCANGEL CORPORATION

Pursuant to the provisions of section 607.1006 Florida Statutes, the directors and shareholders of : RAFAEL ARCANGEL CORPORATION at a join meeting held on September 06, 2001 unanimously resolved to amend the articles of incorporation of: RAFAEL ARCANGEL CORPORATION which originally filed by the office of the Department of State on the eighteenth day of April, 2000. Bearing document number P00000038556 and consequently amended by filing articles of amendment, as set follows.

ARTICLE VII

The name and addresses of the members of the Board of Directors are:

| | |
|--|--------------------------------------|
| NAME: | ADDRESS: |
| Cynthia Dianne Lista (President) | 8560 SW 8 Street Miami, FL 33126 |
| Oreste Cabrera Lista (Vice-president) | 8560 SW 8 Street Miami, FL. 33126 |

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ARTICLE X

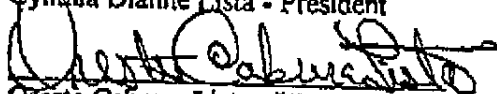
The names, addresses, and number of shares of stock that stockholders agree to take are as follows:

| NAME: | ADDRESS: | SHARES | CASH VALUE |
|----------------------|--------------------------------------|-----------|------------|
| Cynthia Dianne Lista | 8560 SW 8 Street Miami, FL. 33126 | 50% - 250 | \$250.00 |
| Oreste Cabrera Lista | 8560 SW 8 Street Miami, FL. 33126 | 50% - 250 | \$250.00 |

In witness whereof, the undersigned have executed these articles of amendment on the 6th day of September, 2001.



Cynthia Dianne Lista - President



Oreste Cabrera Lista - Vice President



Mercedes Riveri - President

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