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Division of Corporations

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AMEND/RESTATE/CORRECT OR O/D RESIGN

H.J. PROKESCH INTERNATIONAL, CORP.

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ARTICLES OF AMENDMENT
OF
H.J. PROKESCH INTERNATIONAL, CORP.

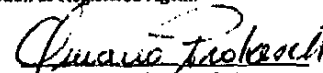
Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGE OF ARTICLE NO. V

The Registered Agent and Registered Office of the Corporation shall be:

OMAIRA R. DE PROKESCH
120 LAKEVIEW DR. # 218
WESTON, FL. 33326

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.


New Registered Agent

SECOND: The new Board of Directors and Shareholders shall be composed by THREE
(3) persons whose names are:

HILMAR PROKESCH - PRESIDENT - 30% SHAREHOLDER
OMAIRA R. DE PROKESCH - VICE-PRESIDENT - 30% SHAREHOLDER
YENIRET A. PROKESCH - SECRETARY - 40% SHAREHOLDER

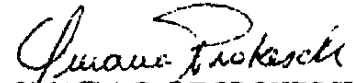
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THIRD: The date of this amendment adoption shall be January 15, 2008.
Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholders approved the amendments adopted. The number
of votes cast for these amendments were sufficient for approval.

Signed this January 15, 2008


OMAIRA R. DE PROKESCH
VICE- PRESIDENT

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