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To:  
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Fax Number : (850) 205-0380

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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BASIC AMENDMENT  
ASAF INTERNATIONAL, INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

ASAF INTERNATIONAL, INC.

Doc. # P00000063318

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)  
Horesh, Yaron is elected new President  
Horesh, Asaf resigns as Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: The date of each amendment's adoption: May 22, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of May, 2002

Signature

President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HORESH, YARON/President

Typed or printed name