Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone

: (305)541-3694

Fax Number

: (305)541-3770

BASIC AMENDMENT

PRIORITY CODE ONE, INC.

	<u> </u>
Certificate of Status	0
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PRIORITY CODE ONE, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE III

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 7171 CORAL WAY SUITE 403 MIAMI, FL 33155

ARTICLE VII

BOARD OF DIRECTORS

THE NAME AND TITLE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME

TITLE

EZIO SIMONE SANDRO DIFAZIO MARIO CAPUTO PRESIDENT VICE-PRESIDENT SECRETARY

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS AUGUST 11, 2000.

DOCUMENT PREPARED BY:

CORDERO C.P.A.

8025 N. W. 36 STREET STE 302

MIAMI, FL 33175

THIRD: ADOPTION OF AMENDMENTS.

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EMPIRE CORP

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(X) THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS 11 DAY OF AUGUST 2000.

SIGNATURE

(by the president).

EZIÓ SIMONE
Typed or printed name

PRESIDENT- DIRECTOR
Title

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