POODOO 98476 CAPITAL CONNECTION, INC.

32301 • 17 E. Virginia Street, Suite 1 • Tallahassee, Florida (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 25, 2001

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: ALLIANCE STARS USA, INC.

Ref. Number: P00000098476

We have received your document for ALLIANCE STARS USA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be signed by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette Document Specialist

Letter Number: 101A00058745

Corrected

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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALLIANCE STARS USA, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE VI

The number of Directors constituting its Board of Directors are (5) whose names and addresses are:

Michael G Herzog, MD PHD 6000 SW 64th Avenue Miami, FL. 33143 CEO/President/Director

Sigbert Hauschild
Europa Center, 13OG
D-10789 Berlin
Director of Financial Operations & Trading/Director

Durga P. Misra 6000 SW 64th Avenue Miami, FL. 33143 COO/Director

Heinz Bruemmer Europa Center, 130G D-10789 Berlin CCO/Director

Ricardo Schestopalek
Europa Center, 13OG
D-10789 Berlin
Director of Argentina/Director

The date of adoption of this amendment was the 23th of October, 2001.

The amendment were adopted by the Board of Directors without shareholder action and shareholder action was not required.

These articles will become effective upon filing with the office of the Secretary of State of the State of Florida.

Durga P. Misra Director Date

Date