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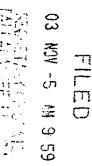
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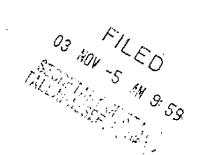
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NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

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 (9) whose names and addresses are:

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

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

Heinz Bruemmer Europa Center, 13OG D-10789 Berlin CCO/Director

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

Werner-Holger Jannicke
Europa Center, 13OG
D-10789 Berlin
Director

Paul Guenette Europa Center, 130G **D-10789 Berlin** Director

Prince Alfred von Liechtenstein Europa Center, 130G D-10789 Berlin Director

Princess Raffaella von Liechtenstein Europa Center, 130G D-10789 Berlin Director

> S. Silverstein Europa Center, 130G D-10789 Berlin Director

The date of adoption of this amendment was the 29th of October, 2003.

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.

D.P.Misra

Durga P. Misra/COO Director Date