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BASIC AMENDMENT

SDS MARINE, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SDS MARINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted: The **Article VI** of the articles of incorporation is hereby amended to read:

The corporation shall have (2) directors. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than ONE (1). The name and address of the directors of this corporation is:


P/D -- Manuel Al Abdallah -- 3300 NW North River Dr -- Miami, FI 33142

S/D -- Candelaria Farias -- 1670 Orchid Bend, Weston, FI 33327

Second: The shareholders approved the amendment on September 1st, 2001, and the number of votes cast for the amendment was sufficient for approval.

Signed these 10th days of September 2001.

Signature: _____


Manuel Al Abdallah - President

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