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Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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03 MAR -4 AM 11:38

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR -4 PM 2:29

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BASIC AMENDMENT

ITALIAN TROPHY, CORP.

Certificate of Status	0
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Page Count	03
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34
3/4/03 11:22 AM

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ITALIAN TROPHY, CORP.

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

FIRST: Amendment adopted: Exchange

Article VIII

Article VIII SUBSCRIBERS

NAME	ADDRESS	SHARES
TROFEOS DE VENEZUELA C.A.	Calle Campo Elias # 145 Zona Industrial Ramirito Maracay, Estado Aragua Venezuela	100%

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
6616 S.W. 8 ST
MIAMI, FL 33144
TEL: (305) 265-1566

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TALLAHASSEE, FLORIDA

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SECOND: The date of each amendment's adoption March 3, 2003

THIRD: Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by .
- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 03 day of March, 2003.

Signature _____
Tony Nazaro
President

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