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P00000110021

April 24, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cardif Holdings, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
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Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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 02 APR 24 PM 4:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 02 APR 24 AM 10:06
 DIVISION OF CORPORATE AFFAIRS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 *****35.00 *****35.00

C. Coullatte APR 24 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2002

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: CARDIF HOLDINGS, INC.
Ref. Number: P00000110021

We have received your document for CARDIF HOLDINGS, 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 name and title of the person signing the document must be noted beneath or opposite the signature.

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: 702A00024821

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02 APR 24 PM 4:51
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARDIF HOLDINGS, INC.**

1. Article VII of the Articles of Incorporation of CARDIF HOLDINGS, INC. is hereby amended to read:

This Corporation shall have six (6) directors. The number of directors may be increased from time to time by the By-Laws, but shall never be less than six. The name and address of the directors of this Corporation are as follows:

Manuel J. Millor
151 Paloma Drive
Coral Gables, Florida 33143

Chris Schwick
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England

Norman Shuker
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England

Tony Dryer
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England


Pierre del Villeneuve
4, rue des Freses Caudron
92858 Rueil Malmaison Cedex – France

Gerard Binet
4, rue des Freses Caudron
92858 Rueil Malmaison Cedex – France

2. The foregoing Amendment was adopted by the unanimous written consent of the Shareholders and Directors of this Corporation on the 23rd day of April, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment, this 23rd day of April, 2002.

A handwritten signature in black ink, appearing to read 'Manuel J. Millor', written over a horizontal line.

Manuel J. Millor, President

A handwritten signature in black ink, appearing to read 'Manuel J. Millor', written over a horizontal line. There is a small mark above the signature.

Manuel J. Millor, Secretary