MARK KATSMAN, P.A. LAW OFFICES

March 21, 2001

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Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

HELIOS-M, USA, INC.

Dear Sir or Madam:

Enclosed please find Articles of Amendment for "HELIOS-M, U.S.A., INC. "

Please file the enclosed as soon as possible and send me the acknowledgment.

Thank you for your prompt attention to this matter.

Sincerely,

Mark Katsman

OI MAR 26 PM 2: 54



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 3, 2001

MARK KATSMAN, P.A. 1111 KANE CONCOURSE (96TH ST.) SUITE 607 BAY HARBOUR, FL 33154

SUBJECT: HELIOS-M U.S.A., INC. Ref. Number: P00000113086

We have received your document for HELIOS-M U.S.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6916.

Carol Mustain Corporate Specialist

Letter Number: 101A00019775

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

HELIOS-M, U.S.A., INC. (present name)

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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLEX. OFFICERS & DIRECTORS

THE NEW VICE PRESIDENT AND
DIRECTOR OF THE CORPORATION WILL BE:

ARAM MANASSIAN

IIII KANE CONCOURSE, SUFFEBOT
BAY HARBOR ISCANDS, PL SERVE BOT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: $3-2/-0/$
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ţ.	The amendment(s) 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(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Œ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 215T day of MARCH, 200 1887 26
Signatur	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
•	the sitatelioiders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	MARK KATS MAN Typed or printed name
	INCORPORATOR Title