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BASIC AMENDMENT

CELTRONIC USA CORP.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 15, 2005

CELTRONIC USA CORP.
8107 N W 29TH STREET
MIAMI, FL 33122

SUBJECT: CELTRONIC USA CORP.
REF: P01000010125

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF AMENDMENT
TO
CELTRONIC USA CORP.

ARTICLE VII

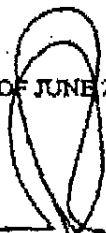
THE REGISTERED AGENT FOR THIS CORPORATION IS NOW:

GUSTAVO RICCOBON AT OFFICES LOCATED AT 8107 NW 29 STREET, DORAL, FL 33122

THIS AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST
FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

SIGNED THIS 15TH DAY OF JUNE 2005

06/15/05.



SIGNATURE

GUSTAVO RICCOBON, SHAREHOLDER - CHAIRMAN



Signed before me this 15th day of June 2005
Notary Public
State of Florida

405000147935