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Guernica & Gonzalez
Certified Public Accountants
8180 N.W. 36 St., Suite 230
Miami, FL 33166

FILED
01 OCT 15 AM 10:18
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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

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-10/15/01-01031-005
*****35.00 *****35.00

Re: Ginyo USA, Inc.
Articles of Amendment

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment of Ginyo USA, INC. and a check for \$ 35 covering the filing fees.

Kindly process the Articles of Amendment and return all resulting documentation to our office.

Sincerely,



Eduardo S. Gonzalez
For the firm

Handwritten initials and date: 10-15

**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GINYO USA, INC.**

FILED
OCT 15 AM 10:19
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: ARTICLE VII shall be amended to read as follows:

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be either increased or decreased from time to time but shall never be less than one. Each director shall have one vote. The name and address of the director are as follows:

HSIEN HUANG
&
YU-FUN HUANG
2218 N.W. 82 AVE.
MIAMI, FL 33122

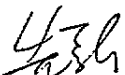
SECOND: The date of adoption of each amendment is October 10, 2001.

THIRD: The effective date of these amendments shall be October 10, 2001.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 10 Th. day of October, 2001.

Signature: _____



HSIEN HUANG, President