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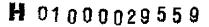
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BASIC AMENDMENT

PETER THOMAS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00





ARTICLES OF AMENDMENT \mathbf{TO} ARTICLES OF INCORPORATION OF

PETER THOMAS, INC.

ALCON MACON Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: ARTICLE # ELEVEN

- Peter Thomas resigned as President, Secretary and Treasurer of the corporation.
- Nancy Hernandez was elected President, Treasurer and 2. Director of the corporation and her address is: 1800 Sunset Harbour Drive, #1807, Miami Beach, FL 33139.
- Javis Pitt was elected Secretary and Director of the corporation and his address is: 1800 Sunset Harbour З. Drive, #1807, Miami Beach, FL 33139.

The date of each amendment's acception: 03/21/01. SECOND:

Adoption of Amendment(s) (check one) THIRD:

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

This Istrument Prepared By:

Louis J. Terminello. Esq. TERMINELLO & TERMINELLO, P.A. 2700 S.W. 37th Avenue Miami, FL 33133 Tel: (305) 444-5002

FBN: 87247

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Articles of Amendment to PETER THOMAS, INC. Page -2-

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Signed this 2/5 day of March, 2001

Βy

Peter Thomas, Vice-President/Director (Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

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