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BASIC AMENDMENT

CHEERS HOLDING COMPANY, INC.

Certificate of Status	0
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Page Count	01
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Amendment
11/30/01 DC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHEERS HOLDING COMPANY, INC.**

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Pursuant to the provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment adopted: Article: Officers and Directors

The name and street address of the officer(s) and director(s), who shall hold office until his or their successors are elected is or are:

President: Roberto S. Arguelles


Secretary: Roberto S. Arguelles

SECOND: The date the amendment adoption: November 28, 2001

THIRD: The amendment was approved by the shareholder(s). The number of votes cast for the amendments was sufficient for approval

Signed this 28 day of November 2001


Roberto Arguelles, President / Secretary


Iliana M. A. Vazquez, Ex-Officer / Ex-Director