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BASIC AMENDMENT

HARLEQUIN, INC.

420	
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

 HARLEQUIN, INC.	
 (present name)	
P01000052937	
(Document Number of Corporation (If known)	

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) THE BOARD OF DIRECTORS ARE AS FOLLOWS:

LISET LANTIGUA (D) 9425 SW 114 ST. MIAMI, FL 33176

MICHAEL BUSTILLO (D) 16797 NW 91 CT. MIAMI LAKES, FL 33018

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:

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THIRD:	The date of each amendment's adoption: 07-21-03
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	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):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)
2	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 21 day of JULY , 2003
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR .
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	LISET LANTIGUA (Typed or printed name)
	DIRECTOR
	(Title)