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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

BASIC AMENDMENT

IP-INTERNATIONAL, INC.

Certificate of Status	0
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Amendment

07-06-01

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IP-INTERNATIONAL, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE VIII

THE NAME AND TITLE OF THE MEMBER OF THE BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS ARE AS FOLLOWS:

NAME	TITLE
ALEJANDRO NARANJO	PRESIDENT
EFRAIN ESPINOSA	SECRETARY

SECOND: THE AMENDMENT'S ADOPTION IS JULY 6, 2001.

THIRD: ADOPTION OF AMENDMENT

(X) THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS 6 DAY OF JULY 2001.

SIGNATURE _____
(By director).

ALEJANDRO NARANJO
DIRECTOR

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