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BASIC AMENDMENT

CREACIONES BELEN, INC.

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Amendment
12/15/03

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Mar. 11 2003 01:55AM P2

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CREACIONES BELEN, INC.**

Pursuant to the provision of section 607-1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article VI, Directors:

The purpose of this amendment is to change the directors of this corporation as follows:

The following director/officer shall be removed:

<i>Sabrina O'Reilly</i>	<i>President</i>
	<i>Secretary</i>
	<i>Treasurer</i>

The following director/officer who shall hold office:

<i>Maria M. Aguiar</i>	<i>President</i>
	<i>Secretary</i>
	<i>Treasurer</i>

SECOND:

The date of the adoption is:

December 12th, 2003.

THIRD:

Adoption of Amendment

The amendment was approved by the board of directors, and shareholders. The number of votes cast was sufficient for a majority to approve amendment of the articles of incorporation.

Signed this 12th day of December, 2003.

Signature:



Ms. Sabrina O'Reilly (Officer Resigning)

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