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BASIC AMENDMENT

POGIES, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

POGIES, INC.

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: Amendments(s) adopted: (indicate article number(s) being amended, added or deleted)

Article # VI – OFFICERS AND /OF DIRECTORS OF THE CORPORATION
ARE:

ADD: FRANTZ BOUCAN - DIRECTOR
15341 NE 10 AVENUE
NORTH MIAMI, FL 33162

DELETE: JOSE ANTONIO ROSA – DIRECTOR

NEW REGISTERED AGENT

FRANTZ BOUCAN
15341 NE 10 AVENUE
NORTH MIAMI, FL 33162

SECOND: 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.

THIRD: The date of each amendment's adoption: October 29, 2003

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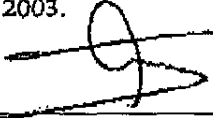
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FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval

Signed October 29, 2003.

Signature 

(By the Chairman or Vice Chairman of the 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)

JOSE ANTONIO ROSA

Typed or printed name

DIRECTOR

Title

Having been named a registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.


FRANTZ BOUCAN, REGISTERED AGENT

15341 NE 10 AVENUE
NORTH MIAMI, FL 33162

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