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DIVISION OF CORPORATIONS

BASIC AMENDMENT

TOPECA HOLDINGS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOPECA HOLDINGS, 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 adopted:

Article VII is hereby amended to read as follows: The name and address of the officer of the corporation is as follows: Carlos M. Recao, President/ Secretary, 2100 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134

SECOND: The date of the amendment's adoption was October 12th, 2004.

THIRD: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 12th day of October, 2004.



Carlos M. Recao
PRESIDENT

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