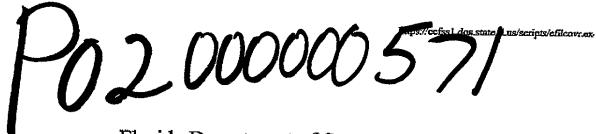
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BASIC AMENDMENT

FIRST DEVELOPMENT FUND, CORP.

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ARTICLE OF AMENDMENT OF ARTICLES OF INCORPORATION OF FIRST DEVELOPMENT FUND, CORP. A FLORIDA COPORATION

Pursuant of 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 SIX

The number of directors constituting the board of directors of the corporation are three (3). The name and address of each person who is to serve as a member of the board of directors is:

Name:

Carlos Rajlin (President)

Address: 999 Brickell Avenue, Suite 700, Miami, Florida 33131

Name:

Natan Aizenstat (Vice-president)

Address:

999 Brickell Avenue, Suite 700, Miami, Florida 33131

Name:

Oscar Grisales-Racini (Secretary)

Address:

999 Brickell Avenue, Suite 700, Miami, Florida 33131

If an amendment provides for an exchange, reclassification or cancellation SECOND: of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:

The date of each amendment adoption is January 8, 2002.

FOURTH:

Adoption of Amendment:

The Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 8th day of January, 2002.

Natan Aizenstat, Vice-President

Oscar Grisales-Racini, Secretary

Carlos Rajlin, President

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