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BASIC AMENDMENT

TILVERTON USA, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

TILVERTON USA, INC. DOC NUMBER P02000023609

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

ARTICLE V: OFFICERS DIRECTORS:

ADD:

NATALIA J. SIDDIG, VICE-PRESIDENT 290 174TH STREET APT #719 SUNNY ISLES FL 33180 DS AUG -3 PH 3: 26
SEBRETARY OF STATE
SEBRETARY OF STATE

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

	e date of each amendment's adoption: 8/2/2005
OURTH:	Adoption of Amendment(s) (CHECK ONE)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for t amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shureholders through voting groups. The following statement must be separately provided for each voting group entitled to vot separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficien for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signature (By the Chairman of 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)
	SARA COTTOMPRESIDENT Typed or printed name