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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MCLIPS, CORP.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
to
Articles of Incorporation
of
MCLIPS CORP.
(PRESENT NAME)**

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(s) number(s) being amended, added or deleted

Change ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) per value common stock which shall be distributed as it continues:

Music Clips Instrumentos Musicales, C.A. C.C. Bulevar Delicias, Local 34 Maracaibo, Zulia. Venezuela.	260 Shares
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Humberto Gonzalez 1515 Zenith Way Weston, Florida. 33327 USA	240 Shares
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SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption: May 16, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE).

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

() The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
Voting group.

() The amendment(s) was/were adopted by the board of director 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.

Signed this 16 Days of May, 2.003.


Signature

(BY the Chairman or vice chairman of the Boar 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)

Carla Ancz
TYPED OR PRINTED NAME

President