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Division of Corporations
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BASIC AMENDMENT

LIVINGWELL MEDICAL CORP.

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
OF
LIVINGWELL MEDICAL CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGE OF ARTICLE NO. IV

The Registered Agent and registered office of the Corporation shall be:

REGISTERED AGENT: CARLOTA CARCIOFFI
OFFICE: 708 SW 57TH AVE.
MIAMI, FL. 33144

SECOND: Amendment adopted: CHANGE OF ARTICLE NO. VI

The Board of Directors and Shareholders shall be composed by ONE (1) person, whose name and address is:

CARLOTA CARCIOFFI - PRESIDENT - 100% SHAREHOLDER
708 SW 57TH AVE.
MIAMI, FL. 33144

THIRD: The date for these Amendments adoption shall be April 3rd, 2003.
Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholders approved the amendments adopted. The number of votes cast for this amendments were sufficient for approval.

Signed this 3rd day of April, 2003.


CARLOTA CARCIOFFI
PRESIDENT

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

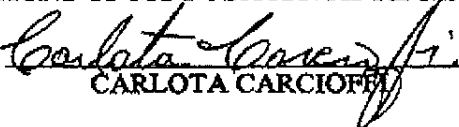
LIVINGWELL MEDICAL CORP.

2. The name and address of the Registered Agent and office is:

CARLOTA CARCIOFFI
780 SW 57TH AVE.
MIAMI, FL. 33144

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


CARLOTA CARCIOFFI

DATE: 04 03 03

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