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Division of Corporations

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BASIC AMENDMENT
DIVINE INTERNATIONAL CORP.

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AMEND
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Divine International Corp.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS:

President: **Tereza Roberta Fazio**
Vice-President: **Bruce R. LeMay**

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IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS
FOLLOW.

THE DATE OF EACH AMENDMENT'S ADOPTION: **July 31, 02**
ADOPTIONS OF AMENDMENTS:

_____ THE AMENDMENT (S) WAS/WERE ADOPTED BY THE
INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER
ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

 X THE AMENDMENT(S) WAS/WERE APPROVED BY THE
SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S)
WAS/WERE SUFFICIENT FOR THE APPROVAL.

_____ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS
THROUGH VOTING GROUPS. (THE FOLLOWING STATEMENT MUST BE
SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY

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ON THE AMENDMENT(S). THE NUMBER OF VOTES CAST FOR THE
AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY

(VOTING GROUP)

SIGNED THIS: July 31, 2002

By Tereza Roberta Fazio

(Chairman or Vice-Chairman of the Board of Directors, President or
other officer if adopted the shareholders)

TYPED OR PRINTED NAME: Tereza Roberta Fazio

TITLE: President