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BASIC AMENDMENT

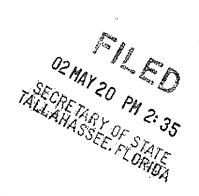
AUSTRALIAN ROLLING HILLS INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF AUSTRALIAN ROLLING HILLS INC.



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: Amendments adopted:

Article VII is hereby amended to read as follows: The names and addresses of the directors of the company shall be as follows:

Pablo Martinez, Fernando Ceballos, Jose Garanton and Jose Lianes 2100 Ponce De Leon Blvd, #600 Coral Gables, FL 33134

Article VIII is hereby amended to read as follows: The names and address of the officers of the corporation are as follows:

Pablo Martinez

Fernando Ceballos

Jose Lianes

Secretary

President

Vice President

The address for all of these officers is 2100 Ponce De Leon Blvd, #600, Coral Gables, FL 33134.

SECOND:

The date of the amendment's adoption was May 18, 2002.

THIRD:

Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 19th day of May, 2002.

PARTO MARTINEZ

DIRECTOR

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