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BASIC AMENDMENT

EXCLUSIVENESS EXPO CORP.

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8/18/04



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 19, 2004

EXCLUSIVENESS EXPO CORP. 1701 NW 84TH AVE MIAMI, FL 33176

SUBJECT: EXCLUSIVENESS EXPO CORP.

REF: P02000057081

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H04000169308

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

EXCLUSIVENESS EXPO CORP.

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

AND

ARTICLE VI DIRECTORS

DELETE VELASQUEZ, EGLEE B. 2641 SW 152ND CT MIAMI, FL 33185 PRESIDENT

DELETE VELASQUEZ, EGLEE B 106 MENORES AVENUE UNIT 6 CORAL GABLES, FL 33134 SVD

> ADD ANGEL J. VELASQUEZ 2641 SW 152ND CT MIAMI, FL 33185 PRESIDENT

ADD EGLEE BELLO 2641 SW 152ND CT MIAMI, FL 33185 VICE-PRESIDENT O4 AUG 19 PH 12: 57

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SECONI: If an amendment provides for an exchange, reclassification or cancellation of issued shares, privisions for implementing the amendment if not contained in the amendment itself, are as follows:

ANGEL VELASQUEZ 75% SHARES

> EGLEE BELLO 25% SHARES

THIRD: The date of each amendment's adoption: August 18, 2004

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

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

Tive amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment (s0 was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signer this 18 day of AUGUST 2004

Signature _

(By the Chai

an or Vice Chalman of the Board of Directors, President or other officer if adopted by the

ANGEL J. VELA SOUEZ / DEESIDENT

FAX:3052201440

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OR

By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

PRESIDENT.