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BASIC AMENDMENT

MAKALY CORPORATION

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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF **MAKALY CORPORATION**

THE UNDERSIGNED, for the purpose of amending its Articles of Incorporation, do hereby adopt the following Articles of Amendment:

This Amendment and resolution was adopted by the shareholder and directors of MAKALY CORPORATION on May 28th, 2004

FIRST: Amendment (s) adopted:

ARTICLE VII

DIRECTORS:

The board of directors of this corporation shall be as follows:

NAME;

EDELMIRA PAREDES

TITLE:

President

NAME:

IVAN GONZALEZ

TITLE:

Vice-president

NAME:

ALBERTO GONZALEZ

TITLE:

Secretary

NAME:

MARIA YOLANDA MATAS

TITLE:

Treasure

SECOND: The date of each amendment's adoption was May 28th, 2004.

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THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 28th day of May, 2004.

EDELMIRA PAREDES, President

VAN GONZALEZ, Vice-President

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