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Division of Corporations

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EMPIRE CORPORATE KIT COMPANY Account Name Account Number 072450003255

Phone (305) 634-3694

Fax Number (305)633-9696

BASIC AMENDMENT

GRUPO COTTONTEX II, INC.

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EMPIRE CORPORATE KIT

16N-17-2003



ARTICLES OF AMENDMENT

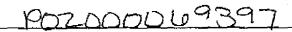


TO

ARTICLES OF INCORPORATION

OF

GRUPO COTTONTEX II. INC.



Pursuant to the provisions of section 607.1006. Florida statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST:

Amendment (s) adopted: (indicate article number(s) being amended, added or

deleted).

ARTICLE VII

to include in corporation as board of directors: Mr. Jorge Blutrach and Maria Eugenia. Dominguez de Blutrach

ARTICLE VII is being amended to read as follows: The corporation shall have board of directors consisting of no less than one director. The Board of Directors shall be JORGE BLUTRACH, MARIA ELIGENIA DOMINGUEZ DE BLUTRACH and ERIKA MALDONADO

SECOND: 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 follows:

THIRD:

The date of each amendment's adoption: 01/10/2003

FOURTH:

Adoption of amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The numbers 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 entitles to vote separately on the amendment(s):

"The number of votes east for the amendment(s) was/were sufficient for approval by ______"

(voting group)

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Board of Director Registered agent/ Co-owner

1	HUUUUU 5008
¥	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder actions was not required.
Û	The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder actions was not required.
Signed Signat	$\leq m$
(By the	e Chairman or Vice Chairman of the Board of Directors, President or other officer if ad by the shareholders)
(By a c	director if adopted by the directors)
(By an	incorporator if adopted by the incorporators)
	<u>Maidonado</u>
Tamed	or printed name

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