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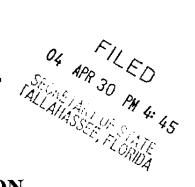


SPIEGEL & UTRERA, P.A.	
(Requestor's Name) 1840 CORAL WAY, 4 TH FLOOR	
(Address)	
MIAMI, FL 33145 (305) 854-6000	OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. B+E DES	SIGN ASSOCIATE	(Document #)	l	.•	
2. (Corporati	on Name)	[Document #]			
3. Comerai	(Corporation Name)		(Occument #)		
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NonPròfit	Resignation of R.A., Office	r/Director			
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Other	Merger				
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ARTICLES OF AMENDMENT



TO

ARTICLES OF INCORPORATION

OF

B + E DESIGN ASSOCIATES, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

The name of this corporation shall be changed to BENAVENTE DEVELOPMENT,

INC.

SECOND:

Article 5 of the Articles of Incorporation provides:

President:

Elmar R. Benavente

Vice-President:

Beril Yurdakul

THIRD:

Article 5 shall be amended to state:

President:

Elmar R. Benavente

Secretary:

Elmar R. Benavente

whose addresses shall be the same as the principal address of the Corporation.

FOURTH: Article 6 of the Articles of Incorporation states Directors as:

Elmar R. Benavente Beril Yurdakul

FIFTH: Article 6 shall be changed to state Director as:

Elmar R. Benavente

whose address shall be the same as the principal address of the Corporation.

SIXTH: The date of the adoption of this amendment is the 1 January 2004.

SEVENTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

EIGHTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 1 January 2004

Elmar R. Benavente, Chairman of the Board of Directors