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Division of Corporations

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BASIC AMENDMENT
CORPORATE AMERICA ONLINE, INC.

Certificate of Status	0
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Amendment

12/19/02

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ARTICLES OF AMENDMENT

Article 5 of the Articles of Incorporation of Corporate America Online, Inc., a Florida corporation, is hereby amended to read as follows:

5. Known Place of Business. The known principal place and mailing address of business of the corporation shall be 2630 West 81st Street, Hialeah, FL 33016.

Article 6 of the Articles of Incorporation of Corporate America Online, Inc., a Florida corporation, is hereby amended to read as follows:

6. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided by the bylaws.

The initial Board of Directors shall consist of at least 1 person, who shall serve until the first annual meeting of the shareholders, and whose name and address is:

Kevin Schnavel
360 Notre Dame West Suite #300
Montreal, Que. Canada H2Y 1T9

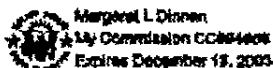
Shareholders approval is not required. The foregoing amendment was adopted by all of the Incorporators of this corporation on the 18th day of December, 2002.



ROSS H. MANELLA, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared ROSS H. MANELLA for to me known as the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he executed same for the purposes therein expressed, and he is personally known by me.

WITNESS my hand and official seal in the County and State aforesaid this 18th day of December, 2002.




NOTARY PUBLIC
Printed/Stamped Name of Notary
My Commission Expires

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