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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**YB HOLDINGS INC.**

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Amendment  
12/23/04  
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12/22/2004 10:07 FAX 7325771188  
From: Scott Silverman +1 305 538 8236 To: Gregg Jaclin

ANSLOW & JACLIN, LLP  
Date: 12/21/2004 Time: 5:58:36 PM

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
YB HOLDINGS INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, YB Holdings Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article I-Address of Corporation;

The address of the Corporation shall be 400 Alton Road, Suite 1809, Miami Beach, Florida 33139.

Article II - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be twenty million (20,000,000) shares of Common Stock at a par value of \$.0001 per share.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on December 21, 2004.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

By: 

Name: Scott Silverman

Title: President/Director

Date: 12/21/04

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