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**BASIC AMENDMENT**

**AFRICAN FOOD LAND INC.**

Certificate of Status	0
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*Amendment*  
*05/28/04*

③

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ARTICLES OF AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF

AFRICAN FOOD LAND INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS FLORIDA PROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

**FIRST:** AMENDMENTS(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

EFFECTIVE MAY 01 2004, ELZEBIR, AATIF A, OF 1835 NW 2<sup>ND</sup> CT MIAMI FLORIDA 33136 IS DESIGNATED PRESIDENT AND SOLE OFFICER OF THIS CORPORATION, SAWSAN ABDULA ALI OF 1835 NW 2<sup>ND</sup> CT MIAMI FLORIDA 33136 RESIGNS AS PRESIDENT.

**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: 05/01/2004

**FOURTH:** ADOPTION OF AMENDMENT(S) (CHECK ONE)

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✓ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THE NUMBER 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 ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL


BY \_\_\_\_\_  
(VOTING GROUP)

THE AMENDMENT(S) WAS/ WERE ADOPTED BY THE BOARD OF DORECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS MAY 1 2004.

SIGNATURE

  
(BY THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OR OTHER OFFICER IF ADOPTED SHAREHOLDERS)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

\_\_\_\_\_  
(TYPED OR PRINTED NAME)  
ELZEBIR AATIF A -PRESIDENT

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EMPIRE

MAY-28-2004 01:53