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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE BEST FRIENDS SERVICES INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

THE BEST FRIENDS SERVICES INC.

(Present name)

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:

January 12, 2004

First : Amendment(s) adopted: AMENDED.

ARTICLE V - LOCATION

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - BOARD OF DIRECTORS

Second : The date of Adoption of the Amendments.

Third: Adoption of Amendments.



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H04000007743 3**First: Articles Amended****ARTICLE V - LOCATION**

The NEW Street, Address, City and State in which the principal office of the corporation is to be located are 907 SW 15th Street, Suite 407 - Pompano Beach, FL 33060. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - SHAREHOLDERS

This corporation has one (1) Shareholder(s). The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Luzia Juliana Rocha President	907 SW 15 th Street, Suite 407 Pompano Beach, FL 33060	1000

ARTICLE XVI - BOARD OF DIRECTORS

The initial Vice-President, Maria Lucia Monteiro, is no longer part of the board of directors of this Corporation. This Corporation has one (1) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Luzia Juliana Rocha President	907 SW 15 th Street, Suite 407 Pompano Beach, FL 33060

Second: The date of adoption of the amendments.

The date of adoption of the amendments was January 12, 2004.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.



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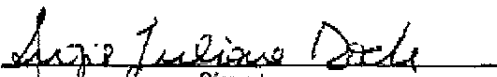
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this January 12, 2004.


Signature
Luzia Juliana Rocha
President

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