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CT CORPORATION

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

INTERNATIONAL EQUINE ACQUISITIONS HOLDINGS, INC.

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AMEND
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CT CORPORATION

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FROM : SCHMEER&SCHNEIDER

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL EQUINE ACQUISITIONS HOLDINGS, INC.
(a Florida Corporation)

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TALLAHASSEE, FLORIDA

FIRST: The following resolution was duly adopted by the Board of Directors of International Equine Acquisitions Holdings, Inc., a Florida corporation (the "Corporation") pursuant to provisions of the Florida Statute 607.10025 on February 3, 2005.

RESOLVED, that the Articles of Incorporation of this Corporation be amended by changing the Article thereof numbered "Second Article III Shares" so that, as amended, said Article shall be and read as follows:

SECOND:

ARTICLE III

"The total number of shares of stock which the Corporation shall have authority to issue is 5,000,000 shares of Common Stock, \$.0005 par value.

Simultaneously with the effective date of this Article of Amendment, all shares of Common Stock issued and outstanding shall be and hereby are automatically combined and reclassified as follows:

Each five (5) shares of Common Stock issued and outstanding shall be combined and reclassified (the "Reverse Stock Split") as one (1) share of Common Stock. Fractional shares resulting from the Reverse Stock Split shall be rounded up to the nearest whole share."

The Board of Directors adopted the resolution approving the Reverse Stock Split on February 3, 2005 without shareholder action and shareholder action was not required.

THIRD: The amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of Common Stock and does not result in the percentage of authorized shares that remain unissued after the Reverse Stock Split to exceed the percentage of authorized shares that were unissued before the Reverse Stock Split.

FOURTH: The effective date of said amendment shall be February 9, 2005.

INTERNATIONAL EQUINE
ACQUISITIONS HOLDINGS, INC.

By: Michael Iavarone
Michael Iavarone, President