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Division of Corporations

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Account Name : MART'S ACCOUNTING COMPANY

Account Number: I20000000048

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: (305)541~6910

Fax Number

: (305)541-6940

BASIC AMENDMENT

SPONDYLUS INVESTMENTS, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF CORPORATION SPONDYLUS INVESTMENTS, INC. DOCUMENT NO.P03000028517

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:

ARTICLE VII: The officer and Director of the corporation is

Delete: Franklin A Ladino/PD

2300 SW 8 St MIAMI, FL 33135

Yenny A Ladino/STD 2300 SW 8 St MIAMI, FL 33135

Change: Sandro J Velit/PD 2300 SW 8 St MIAMI, FL 33135 04 DEC 20 PH 3: 51

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:

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THI	RD: The date of each amendment's adoption December 16, 2004.
FO	JRTH: Adoption of Amendment.
	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 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
x	The amendment(s) was/were adopted by the board of directors 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
Sign	ned this 16 day of, December, 2004 by directors
San	dro J Velit