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Page 1 of 1

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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : WILLIAM J. STRANGE
Account Number : I19980000052
Phone : (305)267-2767
Fax Number : (305)267-2775

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MANDALA OF MIAMI CORP.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

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Amend
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6/9/04

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MANDALA OF MIAMI CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the followings articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ADD:

ARTICLE VIII

NAME	ADDRESS	NO. OF SHARES
SAI HOMESCOP LTD.	P.O. BOX 146, ROAD	1,000
	TOWN, TORTOLA,	
	BRITISH VIRGIN	
	ISLANDS	

WILLIAM J. STRANGE
1325 S.W. 87TH AVE., MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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TALLAHASSEE, FLORIDA

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ARTICLE VIIIDELETE:

The name and post office addresses of each of the subscribers to this certificate of incorporation and the number of shares of stocks which each subscriber agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
FERNANDO PORTUONDO	J. 2121 PONCE DE LEON BLVD. STE 600 CORAL GABLES, FL 33134	1,000

WILLIAM J. STRANGE
1325 S.W. 87TH AVE., MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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ARTICLE VI
REGISTERED OFFICE AND AGENT

DELETE:

Registered Agent

FERNANDO
PORTUONDO

J. 2121 PONCE DE LEON
BLVD. STE 600
CORAL GABLES, FL
33134

ADD:

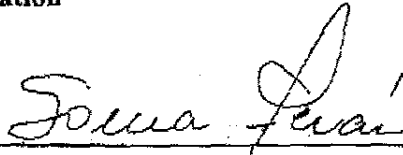
Registered Agent

SONIA TERAN

11229 N.W. 46TH LANE
MIAMI, FLORIDA 33178

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation

SONIA TERAN:



WILLIAM J. STRANGE
1325 S.W. 87TH AVE., MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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H04000117458

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: 06/05/04

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:

FOURTH: Adoption of Amendments(s)

1 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 approved by _____ "

The amendment(s) was/were adopted by the board of directors without shareholders action and shareholders action was not required.

The amendment(s) was/were adopted by the incorporators without shareholders action and shareholders action was required.

Signed this day 06 of JUNE, 2004.

Signature Sonia Terán (SONIA TERÁN)

Title DIRECTOR

WILLIAM J. STRANGE
1315 S.W. 87TH AVE., MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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