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BASIC AMENDMENT

SMART GENERATION BILINGUAL, CORP.

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FROM :

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Jan. 20 2003 05:48AM P2

30003028403

**ARTICLES OF AMEDEMMENT
TO
ARTICLES OF INCORPORATION
OF
SMART GENERATION BILINGUAL, CORP.**

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Pursuant to the provision of section 607-1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article I, Name of Corporation :

The purpose of this amendment is to change the name of the corporation, which shall be:

DRAGON'S PAINTBALL FIELD, CORP.

SECOND:

Amendment adopted:

Article VI, Directors:

The purpose of this amendment is to change the directors of this corporation as follows:

The following director/officer shall be removed:

Mrs. Andrea C. Velandia Vice - President

The following director/officer shall be added:

Mr. Juan C. Paredes Vice - President

Mr. Guillermo Varela Vice - President

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THIRD:

The date of the adoption is:

23rd day of October, 2003

FOURTH:

Adoption of Amendment

The amendment was approved by a majority of the shareholders. The number of votes cast by the shareholders was sufficient for approval.

Signed this 23rd day of October, 2003.

Signature: *Wilson Velandia*

Mr. Wilson Velandia, President and Director

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