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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
ANTICO D'ARTE, INC.**

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Amend
[Signature]
5/14/04

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③

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ANTICO D'ARTE, INC.
(Present name)

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

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, deleted)

ARTICLE VII - OFFICERS AND/OR DIRECTORS

The officer(s) and/or director(s) of the corporation are:

Title: P
VICTOR H. PEREZ
2131 SE 10TH AVENUE #1108
FORT LAUDERDALE, FL 33316

Title: VP
WALTER R. BARRIENTOS
3780 NE 4TH AVENUE
OAKLAND PARK, FL 33334

Title: D
HUGO ARTEAGA
2131 SE 10TH AVENUE #1108
FORT LAUDERDALE, FL 33316
Title: T
DAISY PEREZ
2131 SE 10TH AVENUE #1108
FORT LAUDERDALE, FL 33316

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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: **05/13/2004**

FOURTH: Adoptions of amendment(s) *Check one*

_____ The date of each amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

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- _____ The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
- X 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 a voting group.

(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 approval by:

(voting group)

Signed this: May 13th, 2004.

By: _____

(Chairman or Vice Chairman of the Board of Directors, Presidents or other officer if adopted by the shareholders) Or (A director or incorporator if adopted by the directors of incorporators)

VICTOR H. PEREZ

(Type or print name)

President

(Title)

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