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To:

Division of Corporations

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From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)634-3694

Fax Number

: (305)633-9696

BASIC AMENDMENT

OUTRIGHT CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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62:II 2002-92-904

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OUTRIGHT CORPORATION P03000089345

A pursuant provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added or deleted

OFFICERS / DIRECTORS ARTICLE IX: We are changing the officer's position and will now read as follow:

Alfredo Rodriguez - Director

will read:

Alfredo Rodríguez (Vicepresident)

Pablo Lovaina - Vicepresident

Will read:

Pablo Lobaina (Director)

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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:

08-	10	65
UA-	17	11.1

THIRD: The date of each amendment's adoption:

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FOU	RTH: Adoption of Amendment(s) (CHECK ONE)			
_	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 approval by" Voting group			
	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.			
	19 August 2003 Signed this day of			
Signatu	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by this shareholders)			
	OR (By a director if adopted by the directors)			
	OR (By an incorporator if adopted by the incorporators)			
	Chantal Osborne			
	Typed or printed name			
	Presidente			
	Title			

<u>- - -</u>

POPING COCOSOFT