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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AGATHA LYS PRODUCTIONS CORP

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

AGATHA LYS PRODUCTIONS CORP

③

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted: Exchange
Article VIII

Article VIII SUBSCRIBERS

NAME	ADDRESS	SHARES
AGATHA LYS PRODUCCIONES SA	General Garzon # 1283 Oficina 617, Jesus Maria Lima - Peru	100%

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
6216 S.W. 8 ST
MIAMI, FL 33144
TEL: (305) 265-1566

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SECOND: The date of each amendment's adoption November 13, 2003

THIRD: Adoption of Amendment

- () The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by .
- (X) The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13 day of November, 2003.

Signature



Miryam C. Davila
President

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