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ADAM CARLINAR INVESTORS

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Division of Corporations

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

From:

Account Name : AGI REGISTERED AGENTS, INC.  
Account Number : I20000000205  
Phone : (305) 416-6800  
Fax Number : (305) 416-6811

**BASIC AMENDMENT**

**BLUE UNIT INVESTMENTS, INC.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION**

**BLUE UNIT INVESTMENTS, INC.**  
**a Florida corporation**

The undersigned, being the Director of Blue Unit Investments, Inc., a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The Articles of Incorporation of the Corporation are hereby modified to provide that effective as of the date of this Amendment Ilio Ulivi has been appointed Director and Vice President of this corporation. The names and street addresses of the Directors and Officers of the Corporation are as follows:

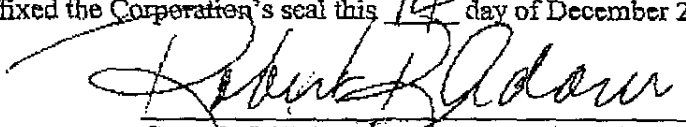
| <u>Name</u>          | <u>Address</u>  | <u>Title</u>                              |
|----------------------|---|---|
| Gonzalo I. Hedderich | Av. Principal de Las Palmas<br>Edif. Teatro<br>Caracas, Venezuela | Director/President/Secretary<br>Treasurer |
| Ilio Ulivi           | 4400 Gate Lane<br>Miami, Florida 33137                            | Director/Vice President                   |

2. The date of each Amendment's adoption: December 12, 2005.

3. This amendment was adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

4. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation, has hereto set his hands and affixed the Corporation's seal this 14 day of December 2005.

  
Gonzalo I. Hedderich, Director and President  
By: Robert R. Adams, Esq., as Attorney-in-Fact

[Corporate Seal]

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