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BASIC AMENDMENT

MINGO BAY DEVELOPMENT CORP.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
MINGO BAY DEVELOPMENT CORP.**

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

First: The date of filing of the articles of incorporation of MINGO BAY DEVELOPMENT CORP. was October 8, 2003.

Second: The following amendments to the articles of incorporation were adopted by the corporation:

ARTICLE VIII of the articles of incorporation will be deleted and replaced with the following:

ARTICLE VIII
OFFICERS/DIRECTORS

The Corporation's officers and directors shall be the following individuals:

Director/President

Donald Gorac
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

Secretary

Timothy D. Richards
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

Third: This amendment was adopted on November 1, 2003.

Fourth: This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have made and subscribed this Amendment of the Articles of Incorporation this 12th day of January 2004.


Albert J. Lazo, Incorporator