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**BASIC AMENDMENT**  
**MINGO BAY DEVELOPMENT CORP.**

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*Amendment*

*10/29/03*

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

**ARTICLE VI  
CAPITAL STOCK**

Authorized Capital. The maximum number of shares this corporation is authorized to issue or have outstanding at any one time is Fifteen Million Shares (15,000,000) of common stock each having one cent (\$.01) par value.

ARTICLE X of the articles of incorporation will be added as follows:

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI of the articles of incorporation will be added as follows:

**ARTICLE XI**

**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII of the articles of incorporation will be added as follows:

**ARTICLE XII**

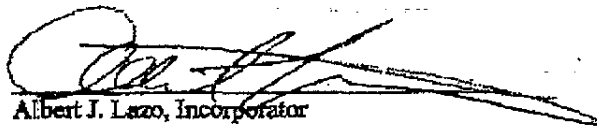
**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**Third:** This amendment was adopted on October 27, 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 28 day of October 2003.

  
Albert J. Lazo, Incorporator