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BASIC AMENDMENT

CHANGING PLACES REALTY, INC.

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*Amended
11-15-05*

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CHANGING PLACES REALTY, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, CHANGING PLACES REALTY, INC.

(P03000122369) adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article 5. Officers. (Amending articles 5 and 6)

The names and addresses of the officers of the Corporation shall be:

President KELLY, PETER J
2700 W. CYPRESS CREEK RD., STE. B-107
FT. LAUDERDALE FL 33309

Secretary KELLY, PETER J
2700 W. CYPRESS CREEK RD., STE. B-107
FT. LAUDERDALE FL 33309

Treasurer KELLY, PETER J
2700 W. CYPRESS CREEK RD., STE. B-107
FT. LAUDERDALE FL 33309

Article 6. Directors

The names and addresses of the directors of the Corporation shall be:

KELLY, PETER J
2700 W. CYPRESS CREEK RD., STE. B-107
FT. LAUDERDALE FL 33309

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted November 15, 2005 by the Board of Directors.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

CHANGING PLACES REALTY, INC.

By:  _____

Name: Peter J. Kelly

Title: Director

Date: _____

Corporate Creations International Inc.
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