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Charter Number Only

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CORPOR	RATION(S) NAME		
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Acknowledgment

W.P. Varifier

ARTICLES OF AMENDMENT TO B.P. MOTOR HEADS II INC.

O4 SEP 21 PM 1: 24
SECRETARY OF STATE
SECRETARY OF STATE

FIRST:

ARTICLE 3 EFFECTIVE DATE

THIS ARTICLES OF AMENDMENT SHALL BE EFFECTIVE IMMEDIATELY.

ARTICLE 7 OFFICERS AND DIRECTORS

THE NEW OFFICERS WHICH ARE ALSO SAID CORPORATION'S DIRECTORS ARE AS FOLLOWS:

PRESIDENT

: CARLOS FINALES

VICE PRESIDENT

: CARLOS FINALES

SECRETARY

: CARLOS FINALES

TREASURER

: CARLOS FINALES

WHOSE ADDRESS SHALL BE THE SAME AS THE PRINCIPAL OFFICES OF THE COMPANY.

PLEASE NOTE THAT MR. PEDRO FINALES HAS RESIGNED AS PRESIDENT & SECRETARY, AS WELL AS DIRECTOR OF SAID CORPORATION.

SECOND:

ADOPTION OF AMENDMENTS

THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS.THE NUMBER OF VOTES CAST FOR THE AMENDMENT WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 16 TH DAY OF SEPTEMBER 2004 .

SIGNATURE.

PEDRO FINALES,

SHAREHOLDER -CHAIRMAN