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BASIC AMENDMENT
INVEST EARTH, INC.

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Amend/cc
@ 10.20.05

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INVEST EARTH, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Troy D. Davis, III
Secretary:	Troy D. Davis, III
Treasurer:	Troy D. Davis, III

SECOND: Article 5 shall be amended to state:

President:	Zachary P. Padron
Vice-President:	Troy D. Davis, III
Secretary:	Candice N. Padron
Treasurer:	Candice N. Padron

whose addresses shall be the same as the principal address of the Corporation.

THIRD: The date of the adoption of this amendment is the 5 October 2005.



SPIEGEL & UTRERA, P.A.
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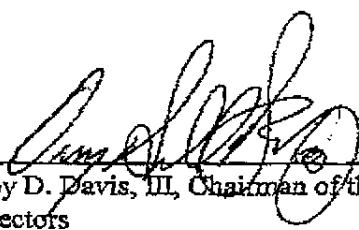
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FOURTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 5 October 2005



Troy D. Davis, III, Chairman of the Board of
Directors



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