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Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone : (305)634-3694 Fax Number : (305)633-9696

BASIC AMENDMENT

PINE TREE INTERNATIONAL INVESTMENTS, CORP.

| Certificate of Status | 0 |
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PINE TREE INTERNATIONAL INVESTMENTS, CORP.

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

FIRST:

Article VI

Article VII Article XIV

Article VI

LOCATION

2513 B NW 72 Ave., Miami, FL 33122

Article VII DIRECTOR

NAME

Jorge Camilo Tovar

Secretary

ADDRESS

2513 B NW 72 Ave.

Miami, FL 33122

Article XIV SUBSCRIBERS

NAME

Waterford Landing Group, Inc.

ADDRESS

2513 B NW 72 Ave.

Miami, FL 33122

SHARES

100%

PREPARED BY: ERNESTO HUERTAS, ACCOUNTANT E & V GREAT PROFESSIONAL, INC 6216 S.W. 8 ST MIAMI, FL 33144 TEL: (305) 265-1566

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SECOND: The date of each amendment's adoption June 7, 2004

THIRD: Adoption of Amendment

- The amendment was/were approved by the shareholders. The number of votes east for the amendment was/were sufficient for approval.
- () The amendment was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

"The number of votes east for the amendment was/were sufficient for approval by .

- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7th day of June, 2004.

Signature

Victor Huge Lug

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