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BASIC AMENDMENT

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AMEND
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ADR USA ONLINE CORP.

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TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

ARTICLE VII - REGISTERED AGENT:

SONIA D CHEHADE

ARTICLE VIII - OFFICERS AND MANAGEMENT:

SONIA D CHEHADE	President	7360 N.W. 7 ST. Suite 104 Miami, Fl. 33126
RICCARDO RIMOLDI	Vice-President	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126
FABRIZIO SIGNORELLI	Secretary	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126
FURIO FERRI	Treasurer	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126

ARTICLE X – DIRECTORS:

SONIA D CHEHADE	President	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126
RICCARDO RIMOLDI	Vice-President	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126
FABRIZIO SIGNORELLI	Secretary	7350 N.W. 7 ST. Suite 104 Miami, Fl. 33126
FURIO FERRI	Treasurer	7350 N.W. 7 ST. Suite 104

SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 30th, 2004.

FOURTH: adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 30th June, 2004.

Sonia D. Chehade.

Signature

SONIA D CHEHADE

Typed name

PRESIDENT

Title

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sonia D. Chehade.

SONIA D CHEHADE

June 30th, 2004
Date