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Division of Corporations
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P04000073427

Florida Department of State
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BASIC AMENDMENT

ADR USA ONLINE CORP.

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Amend @ 12/16/04

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ADR USA ONLINE CORP.

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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 VIII - OFFICERS AND MANAGEMENT:

SONIA D CHEHADE	PRESIDENT
RICCARDO RIMOLDI	VICE - PRESIDENT
FABRIZIO SIGNORELLI	SECRETARY
LUCIO ANASTASI	TREASURER

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ARTICLE X - DIRECTORS:

SONIA D CHEHADE	PRESIDENT
RICCARDO RIMOLDI	VICE - PRESIDENT
FABRIZIO SIGNORELLI	SECRETARY
LUCIO ANASTASI	TREASURER

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: November 19th, 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 November 19th, 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

November 19th, 2004

Date