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BASIC AMENDMENT

PIONEER INVESTMENTS, INC.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 25, 2004

PIONEER INVESTMENTS, INC. 1583 ANDERSON AENUE FORT LEE, NJ C7024

SUBJECT: PIONEER INVESTMENTS, INC.

REF: P04000085239

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refar the complete document, including the electronic filing cover sheet.

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The amendment must be adopted in one of the following manners:

- (1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.
- (a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
- (b) If more than one voting group was entitled to vote on the *mendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- (2) If an amendment was adopted by the incorporators or board of directors
- without shareholder action.
 (a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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FLORIDA DEPARTMENT OF STATE Glands E. Hood Secretary of State

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Michelle Milligan Document Specialist FAX Aud. #: H04000133411 Letter Number: 304A00041994 LAZARUS CORPORATION

FAX: 3052201440

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HO 4000133411

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION

PIONEER INVESTMENTS, INC.

Pursuant to the provisions of section 607-, 1006 Florida as Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted:(indicate article number(s) being amended,

added or deleted)

Article II: The principal place of business address:

782 N.W. LeJeune Road Suite # 428 Miami, Florida 33126

The mailing address of the corporation is:

782 N.W. LeJeune Road

Suite # 428

Miami, Florida 33126

Article V: The name and Florida Street address of the registered agent is:

MAGALI L. PUIG

782 N.W. LeJeune Road

Suite # 428

Miami, Florida 33126

Article VII: The offices and directors of the corporation are:

LIGIA M.CORDERO Pres. & Sec. 100% Shares

782 N.W. LeJeune Road

DE RAMIREZ

Suite # 428

Miami, Florida 33126

NORAH E. CALI

Vice-Pres.

782 N.W. LeJeune Road

Suite # 428

Miami, Florida 33126

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				ing statem vote sepai			itely provide dment(s):	d for each v	voting group)
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	Sign	ed this	24.	day of <u></u>	une	_2004		٠		
	By:	X		\	· · · · · · · · · · · · · · · · · · ·			* *		 -
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE 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 STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

SIGNATURE

magale (. Ting

DATE

June 24, 000 +