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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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C. C. C. JUN 16 2004

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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. IMAGINATION & SOLUTIONS CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IMAGINATION & SOLUTIONS CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida 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 delete)

ARTICLE I: NAME

THE NAME OF THE CORPORATION IS CHANGE TO:

IMAGENS & SOLUTIONS CORP.

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

THIRD: The date of each amendment's adoption: 6/14/04.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

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

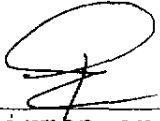
_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☒ The amendment(s) 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 (s).}

The number of votes cast for the amendment(s) was/were sufficient for approval by 100 %.
(voting group)

Signed this 14 day of June, 2004.

By 
(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)
OR
(A director or incorporator if adopted by the directors or
incorporators)

Roberto Rojas

(Typed or printed name)

President

(Title)