112° Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number

: (850)205~0380

From:

05 JUN -7

Account Name : EMPIRE CORPORATE KIT COMPANY

Addount Number: 072450003255 : (305)634-3694 Phone

Fax Number : (305)633~9696

BASIC AMENDMENT

MARS INTERNATIONAL INC.

Certificate of Status 0 Certified Copy 0 Page Count 03 Estimated Charge \$35.00

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MARS INTERNATIONAL INC.

P04000112893

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 III - The principal place of business of this corporation is

1810 N.E. 144 Street, North Miami, Fl. 33181.

ARTICLE VII - The Officers are:

Roman Brisken - President

SLAV STEIN - VICE-PRESIDENT

BOTH AT THE FOLLOWING ADDRESS:

1810 N.E. 144 STREET, NORTH MIAMI, FL. 33181

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 the amendment's adoption: June 1st, 2005.

FOURTH: Adoption of amendment(s) (CHECK ONE)

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

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for

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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 _____

- 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 adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of June of 2005

Name) DAN TARMER

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