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BASIC AMENDMENT

AVALON BEACH INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

AVALON BEACH INC.

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:

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Theodore Kinney-13185 Liberty Square Drive, Orlando, FL 32828- President Abbie Kinney-13185 Liberty Square Drive, Orlando, FL 32828- Vice President

to be amended to:

ARTICLES V OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Theodore Kinney-13185 Liberty Square Drive, Orlando, FL 32828- President Abbie Kinney-13185 Liberty Square Drive, Orlando, FL 32828- Vice President Dr. Eric Schoenlein-1612 Genessee Street, Utica, NY 13502- Secretary O5 JAN 27 PH 3 LL

SECUND: If any 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: January 1, 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/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"
voting group 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 26th day of January 2005. Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
Theodore Kinney
President
Title