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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : WILLIAM J. STRANGE
Account Number : I19980000052
Phone : (305)267-2767
Fax Number : (305)267-2775

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY -3 AM 9:23

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BELLA F.I. ENTERPRISES, INC

| | |
|-----------------------|---------|
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BELLA F.I. ENTERPRISES, INC.

FILED
05 MAY -3 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the followings articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE V - OFFICERS DIRECTORS

DELETE:

| OFFICERS' TITLE | NAME | ADDRESS |
|-----------------|--------------|--|
| PRESIDENT | INGRID ILAVE | 13900 S.W.139 TH COURT MIAMI, FL 33186 |

ADD:

| OFFICERS' TITLE | NAME | ADDRESS |
|-----------------|----------------|--|
| PRESIDENT | SHIRLEY FORERO | 13900 S.W.139 TH COURT MIAMI, FL 33186 |

WILLIAM J. STRANGE
1325 SW 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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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: 05/02/05

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:

WILLIAM J. STRANGE
1325 SW 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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FOURTH: Adoption of Amendments(s)

✓ 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 approved by _____."

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

The amendment(s) was/were adopted by the incorporators without shareholders action and shareholders action was required.

Signed this day 05 of May, 2005.

Signature Shirley Forero (Shirley Forero)

Title President

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