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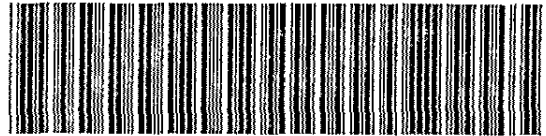
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(Business Entity Name)

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Kenneth Baxter **SAVE**

AUTHORIZATION BY PHONE TO

CORRECT delete DI# / Current Corp. Name

DATE 02-16-05

JOC. DEAM D. Cornell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB - 8 PM 4:18

Amendments
02/16/05
DC

HERZFELD & RUBIN

BRICKELL BAYVIEW CENTRE
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KENNETH D. BAXTER, ESQ.
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February 7, 2005

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

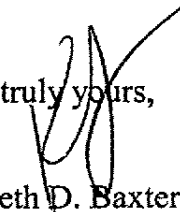
RE: Articles of Amendment; **KEMESA, Inc.**
Gentlemen:

I enclose herewith one fully executed Articles of Amendment for Kemesa, Inc. together with my firm's check in the amount of \$35.00.00.

Please file the Articles of Amendment and return a copy to me.

Should you have any questions or problems please do not hesitate to contact me.

Very truly yours,


Kenneth D. Baxter

KDB/mf
enc.

Articles of Amendment
to the Articles of Incorporation of
KEMESA CORP.

Pursuant to Section 607.1003 and 607.1006, Florida
Statutes, and at a joint meeting of the Directors and
Shareholders at which the following provisions for amendment
to the Articles of Incorporation of KEMESA CORP., a Florida
corporation, filed in Tallahassee, Florida on December 6,
2004, were unanimously adopted on February 1, 2005, in the
following particulars:

ARTICLE III be and it is hereby amended to read as follows

ARTICLE III

The corporation is authorized to issue and have outstanding
at any one time an aggregate of One Million (1,000,000)
shares of one class of common stock having a par value of
One Dollar (\$ 1.00) The consideration to be paid for each
share shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned President and
Secretary of this corporation have executed these Articles
of Amendment this 4 day of February, 2005.

Steven Bachenhaimer

KEMESA CORP.

By: 

President

Elaine Bachenhaimer

By: 

Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB -8 PM 4:18

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared STEVEN I. BACHENHEIMER and ELAINE B. BACHENHEIMER, the President and Secretary respectively, personally known to me and known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

WITNESS my hand and official seal this 4 day of February, 2005.



Aileen R. Menicucci
NOTARY PUBLIC
My commission expires:
Jan. 9, 2009