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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PALI WAL ENTERPRISES, INC.

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11/21/2005 11:54 AM
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALIWAL ENTERPRISES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

EFFECTIVE NOV 1 2005, FAUSTINO-PALIWAL, MARILEI OF 2100 NW 13 AVE MIAMI FL 33142 RESIGNS AS DIRECTOR PRESIDENT AND REGISTERED AGENT, PALIWAL, MAHESH M OF 2100 NW 13 AVE MIAMI FL 33142 RESIGNS AS DIRECTOR AND MARTA PEDROTTI FAUSTINO OF 5505 NW 7 ST MIAMI FL 33126 IS DESIGNATED PRESIDENT AND REGISTERED AGENT, THE NEW ADDRESS IS 5505 NW 7 ST MIAMI FL 33126

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: 11/01/05

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

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✓ 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 NOV 01, 2005

SIGNATURE _____

(BY THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OR OTHER OFFICER IF ADOPTED BY THE SHAREHOLDERS)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OR PRINTED NAME)

MARTHA PEDROTTI FAUSTINO - PRESIDENT

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PALIWAL ENTERPRISES, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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