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    Account Name   : LESLIE ROBERT EVANS & ASSOCIATES, P.A.
    Account Number : 105260003565
    Phone   : (561)832-8288
    Fax Number   : (561)832-5722

BASIC AMENDMENT

BENEPE, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 22, 2005

BENEPE, INC.
123 SOUTH OLIVE AVE
WEST PALM BEACH, FL   33401

SUBJECT: BENEPE, INC.
REF: P05000023051

We received your electronically transmitted document. However, the
document has not been filed. Please make the following corrections and
refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors
without shareholder action, a statement to that effect and that
shareholder action was not required must be contained in the document.

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Teresa Brown
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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BENEPE, INC., a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, Benepe, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

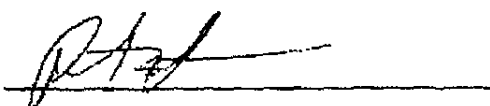Article VII is hereby amended to read:

ARTICLE VII.

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Peter Donovan McFaden
Bemnet Yohannes
123 South Olive Avenue
West Palm Beach, Florida 33401

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority given by the Board of Directors, has executed these Articles of Amendment this ___ day of _____, 2005 in accordance with Section 607.1006, Florida Statutes.

CONSENT IN LIEU OF A JOINT SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND THE INCORPORATOR OF
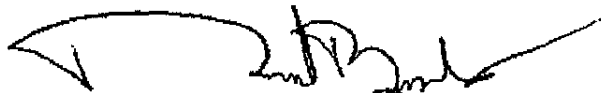### BENEPE, INC., a Florida corporation

The undersigned, being the Incorporator of **BENEPE, INC., a Florida corporation,** hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the initial Board of Directors and officers shall have two (2) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

<div align="center">

Peter Donovan McFaden
Bemnet Yohannes
123 South Olive Avenue
West Palm Beach, Florida 33401

</div>

FURTHER RESOLVED, that David I Brodt, as Incorporator, is hereby authorized and directed to execute and file with the Secretary of State of Florida an amendment to the Articles of Incorporation reflecting the above amendment. Shareholder action was not required for this amendment to be adopted and filed with the Secretary of State..

Adopted this 22nd day of March, 2005.

David I. Brodt, as Incorporator

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