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BASIC AMENDMENT

NORTH MIAMI 602, CORP.

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C. Coullatta MAY 23 2005

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH MIAMI 602, CORP.

FIRST: Article V: The name and address of the board of directors is amended to read as follows:

President

Teresa Borges
Carretera Vieja De Baruta
Res. Bosque Alto
Torre B, Apt 33-B
Sta. Ines - Caracas

Vice-president

Alexandro Paolo Brocco Caprili
Carretera Vieja De Baruta
Res. Bosque Alto
Torre B, Apt 33-B
Sta. Ines - Caracas

The amendment was adopted on May 18, 2005

The amendment was approved by the shareholders the number of votes cast for the amendment was sufficient for approval.

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Teresa Borges President

Signed this day 18TH of May, 2005.