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BASIC AMENDMENT

PHOENIX ADV, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

PHOENIX ADV, INC.

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:

The following person shall be deleted as Vice Proxident of the Corporation:

Vladislavas Boriscvevic 453 11:ST OCEAN Marathon, FL 33050

The following person shall be added as Vice President of the Corporation:

Algerin Sultonbekova 2507 Harris Avenue, Unit 2 Key West FL 33040

SECOND:

The following shall be the new address of the corporation:

3312 Northside Drive, Apt. 216 Key West, FL 33040

THIRD:

The date of the Amendment's adoption was October 14, 2005.

FOURTH:

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

amendachi were sufficient for approval.

Signed this 14th day of October, 2005.