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BASIC AMENDMENT

COBALT BALLOON, INC.

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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF **COBALT BALLOON, INC. PURSUANT TO SECTION 607,1006**

First: The date of filing of the Articles of Incorporation of COBALT BALLOON, INC. was August 12, 2005, a copy of which is attached.

Second: The following amendment to the Articles of Incorporation of COBALT BALLOON, INC. should be executed as follows:

ARTICLE VI of the Articles of Incorporation will be amended to state the following:

<u>ARTICLE VI</u> CAPITAL STOCK

This corporation is authorized to issue 20,000,000 shares of One Dollar (\$1.00) par value.

The corporation is authorized to issue any shares of stock of any class or of any series of any class with such powers, preferences and relative, participating, optional or other rights, if any, as may be determined from time to time by the Board of Directors.

Each shareholder of the corporation shall have pro-rate preemptive rights to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, any stock of any class that the corporation may issue or sell.

Third: The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have made and subscribed these Amendments to the Articles of Incorporation this.

Dated: September 30, 2005

Alonso Sanchez, Incorporator