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Division of Corporations
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CARROT BAY LIMITED CORP.

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Ps 3/23/07
Amend

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARROT BAY LIMITED CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

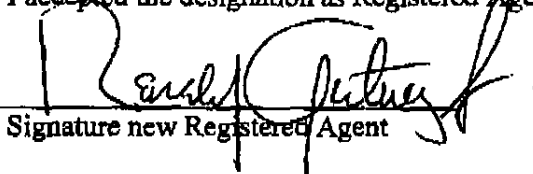
FIRST: Amendment(s) adopted: (indicate article number(s) being amended,
added or deleted)

ARTICLE IX REGISTERED AGENT

-Resignation of Ramon LLaurado as Registered Agent


Signature of Resigning Agent

- The new Registered Agent will be Renaldy J. Gutierrez
601 Brickell Key Dr Suite 201, Miami, FL 33131
- I accepted the designation as Registered Agent


Signature new Registered Agent

ARTICLE VII BOARD OF DIRECTORS

The new officer will be

Sylvia Goyez Director, Secretary 11284 SW 91 Terrace
Miami, FL 33176

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 day of each amendment's adoption: March 21, 2007.

FOURTH: Adoption of Amendment(s) (check one)

- (x) 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)

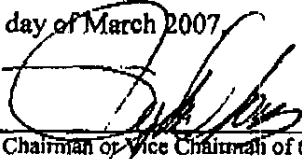
The amendment(s) was/were adopted by the board to director without shareholder action and shareholder action was not required.

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The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21th day of March 2007

Signature


(By the Chairman or Vice Chairman of the board of Directors,
President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SYLVIA GOYEZ

Typed or printed name

DIRECTOR-SECRETARY

Title

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