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BASIC AMENDMENT

VILLAS TAXCO, INC.

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ARTICLES OF AMENDMENT TO THE ARTICLES

OF INCORPORATION OF

VILLAS TAXCO, INC.

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

Item I   Correct spelling in Article VI, name of Registered Agent to read as follows:

CARLOS MOLINA

Item II   Change Article VII, Directors to read as follows:

LEON ESQUENAZI LEVY
JUAN CARLOS BANDIN

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All other provisions of the Articles of Incorporation are hereby ratified and reaffirmed.

The addition(s) are/were adopted by the shareholder(s) and the number of votes cast for the amendment was sufficient for approval effective on the 30th day of September 2005, in accordance with section 607.1006.
DATED: September 30, 2005

ACKNOWLEDGEMENT

LEON ESQUENQZI LEVY
121 SE 9TH COURT
HALLANDALE, FL 33009

Peter Z. Petr, Attorney-in-Fact
Leon Esquenazi Levy, President
Dated: September 30, 2005

Fernandez, Petr & Associates
5785-B NW 151st Street
Miami Lakes, FL 33014-2490
(305) 819-1942

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