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Signed this 13 day of September, 2007


Signature

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tamana Chaudhury
Typed or printed name

President
Title

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
Pure USA Petroleum, 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:

Amendment to Article 7 is as follows:

Monzurul H. Monzur resigns as Secretary.

Adoption Date of Amendments:

September 12, 2007

Means of Adoption of Amendment:

() 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. (See attached voting group approval)

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

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

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