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CORPORATION(S) NAME

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Hemisphere Investments, Inc.

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Amendment
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEMISPHERE INVESTMENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, Chris Langridge, Chief Financial Officer of Hemisphere Investments, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the corporation is HEMISPHERE INVESTMENTS, INC.

ARTICLE SECOND: ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

"ARTICLE IV - CAPITAL STOCK"

This corporation is authorized to issue 60,000,000 shares of common stock at \$.01 par value."

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall be effective as of January 3, 1997.

ARTICLE FOURTH: At a meeting of the Board of Directors of the Corporation on November 8, 1996, resolutions were duly adopted approving the foregoing proposed amendment to the Articles of Incorporation, declaring said amendment to be advisable and calling for the submission of said amendment to the shareholders of the Corporation for their consideration at a special meeting of the shareholders.

By written consent to action in lieu of a special meeting of the shareholders of the Corporation dated January 3, 1997, the necessary number of shares as required by statute were voted in favor of the amendment.

In accordance with Section 607.0704(3), notice of the action taken by written consent to action in lieu of a special meeting of the shareholders was given to those shareholders who did not consent in writing or were not entitled to vote on the action.

Thus, these Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.0704 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be signed by its Chief Financial Officer this 10th day of January, 1997.

HEMISPHERE INVESTMENTS, INC.,
a Florida corporation

By: 
Chris Langridge, Chief Financial Officer