

Division of Corporations

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DEPARTMENT OF STATE
ALLAHASSEE, FLORIDA

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BASIC AMENDMENT

EMPIRE ATLANTIC & CO., LTD., INC.

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EMPIRE ATLANTIC & CO., LTD., INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

EMPIRE ATLANTIC & CO., LTD., INC.

2. The Articles of Incorporation are hereby amended by deleting Article IV-CAPITAL STOCK in its entirety and substituting therefor the following:

"ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is Five Thousand (5,000) Voting Shares and Five Thousand (5,000) Nonvoting Shares of Common Stock, all having NO par value (\$0.00) per share."

3. The Articles are further amended by deleting Article IX-FREEMPTIVE RIGHTS in its entirety.

4. The foregoing amendments were adopted by the shareholders holding a majority of the votes entitled to be cast on the amendments by the only voting group entitled to vote, and by the sole director of the corporation on Nov 30, 2004. The number of votes cast for the amendments by the foregoing shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 30 day of NOV., 2004.

(Corporate Seal)

EMPIRE ATLANTIC & CO., LTD., INC.

By: 

Mario Howan, as President

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