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From:

Account Name

EMPIRE CORPORATE KIT COMPANY

Account Number :

072450003255 (305) 634-3694

Fax Number

(305) 633-9696

BASIC AMENDMENT

BRICKELL OIL INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

I of 2

P.02/03

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 10, 2002

BRICKELL OIL INVESTMENTS, INC. 9124 SW 70 TERRACE MIAMI, FL 33173US

SUBJECT: BRICKELL OIL INVESTMENTS, INC.

REF: P96000071913

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Darlene Connell Corporate Specialist FAX Aud. #: HD2000149729 Letter Number: 602A00038075



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 10, 2002

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SUBJECT: BRICKELL OIL INVESTMENTS, INC.

REF: P96000071913

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson Corporate Specialist FAX Aud. #: H02000149729 Letter Number: 302A00038019 406000149 124

(3)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BRICKELL OIL INVESTMENTS, INC.

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:

Article I is being amended to read as followed for the corporate name:

Delete:

Brickell Oil Investments, Inc.

Add:

Brickell Oil & Metals, Inc.

SECOND:

The date of each amendment's adoption is June 7, 2002.

THIRD:

The amendment(s) were approved by the Board of Directors without shareholder action and shareholder action was not

required.

7 day of June, 2002

Signature

(By the Skalman or V Chairman of the Board of Director, President or other officer if adopted by the shareholders; By the director or incorporator if adopted by such)

Name

ROGELTO SALGES

(Print Name)

PRESIDENT/DIRECTOR

HO2000 149729