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CONTACT: JOHN WIEZER Greg Kwolek  
PHONE: (305) 672-0686 FAX #: (305)672-9110  
  
NAME: SAN MARINO MINERALS, INC.  
AUDIT NUMBER..... H97000020075  
DOC TYPE..... BASIC AMENDMENT  
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## ARTICLES OF AMENDMENT

### Article I. Name

The name of this Florida corporation is: San Marino Minerals, Inc. (the "Corporation").

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article III is deleted in its entirety and replaced with the following:

### Article III - Capital Stock

The corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 preferred shares at a par value of \$0.10.

### Article III. Date Amendment Adopted

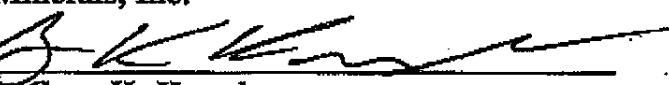
The amendment set forth in these Articles of Amendment was adopted on December 5, 1997.

### Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

San Marino Minerals, Inc.

By: 

Print Name: Greg K. Kuroda

Print Title: Assistant Secretary

Date: 12/15/97

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