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BASIC AMENDMENT

AMERICA II ASIA, INC.

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HILL WARD HENDERSON

NO. 0472 P. 2/2

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AMERICA II ASIA, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the Corporation is AMERICA II ASIA, INC.

ARTICLE II

The Articles of Incorporation are amended by deleting Article I in its entirety and by replacing it with the following:

"ARTICLE I

The name of the corporation is: AMERICA II JAPAN, INC."

ARTICLE III

This amendment is effective as of the date of this filing.

ARTICLE IV.

The Corporation's shareholders approved this amendment by written consent on October 30 2003.

These Articles of Amendment to the Articles of Incorporation are executed for the Corporation by its Chief Executive Officer on October 30, 2003.

AMERICA II ASIA, INC.

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Michael B. Galinski, Chief Executive Officer