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REPLY TO: MIAMI

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February 26, 1998

FILED
98 MAR -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

Re: PHARAOH CORP.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed, for your convenience.

If you have any questions, please contact this office.

Very Truly Yours,

ROTH, MILNE & ROUSSO

Leonardo A Roth

LEONARDO A. ROTH

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Encl.

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*****35.00 *****35.00

Amend

VS MAR 5 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHARAOH CORP.

FILED
98 MAR -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RESOLVED that

FIRST : The following shall be removed as the registered agent of the aforementioned corporation:

Marcelo E. Zanardi
7835 N.W. 15 Street
Miami, Fl 33126

SECOND: The following shall be the new registered agent of the aforementioned corporation:

Charles A. Menendez
7042 N.W. 46 St.
Miami, Fl 33166

THIRD: The date of the Amendment's adoption was February 2, 1998.

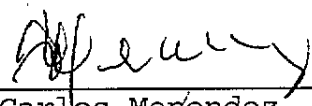
FOURTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this February 2, 1998.

PHARAOH CORP.


CHARLES MENENDEZ - DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.


By: Carlos Menendez
Registered Agent

Prepared by:
Leonardo A. Roth, Esq.
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Tel: 305 670-9994
Fl. Bar No.: 747793