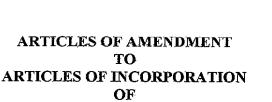
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PROTON COMPUTERS, INC.

TO

OF

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: (indicate article number(s) being amended, or deleted).

The name and addresses of the registered Agent is ENRIQUE RIVERO 20020 NW 63rd Ave Hialeah FL 33015

Article VIII:

DIRECTORS: The names and addresses of the new Boards of Directors to these articles of incorporation are as follows:

JUAN F, CRUZ, 10000 NW 80th Court # 2544 Hialeah FL 33016, President and Director ENRIQUE RIVERO, 20020 NW 63rd Ave Hialeah FL 33015, Secretary and Director

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: __03/27/2000

and shareholder action was not required.

| FC | OURTH: Adoption of Amendment(s) (check one) |
|----|---|
| X | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
| | The amendment(s) was/were approved by the shareholders through voting groups. |
| | The following statement must be separately provided for each |
| | voting group entitled to vote separately on the amendment(s): |
| | "The number of votes cast for the amendment(s) was/were |
| | sufficient for approval by" |
| | (voting group) |
| | The amendment(s) was/were adopted by the board of directors without shareholder |
| | action and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporators without shareholder action |

| Signed this 27 day of | March of 200 | 00 | | | - |
|-----------------------|------------------------------------|-------------|---|---|--------|
| | Nice Chairman of the Board | | | · | |
| | OR | · | | | |
| (Ву а Д | irector if adopted by the Direct | tors) | | | |
| | OR | | | | |
| (By an incorpo | orator if adopted by the incorp | orators) | | | |
| | | | | | |
| | Juan F. Cruz Typed or printed name | | | | = |
| | President | | - | • | ·, · · |