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P97000090280

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BASIC AMENDMENT

YUPI INTERNET INC.

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Amend
SB
4/17/04

**ARTICLES OF AMENDMENT
TO THE
SEVENTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
YUPI INTERNET INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, Yupi Internet Inc., a Florida profit corporation (the "Corporation") adopts the following amendment to its Seventh Amended and Restated Articles of Incorporation (the "Amended and Restated Articles").

1. The name of the Corporation is "Yupi Internet Inc."
2. The State of Florida document number of the Corporation is P97000090280.
3. The Third Article of the Corporation's Amended and Restated Articles is hereby amended to read as follows:

THIRD: The number of shares that the Corporation is authorized to issue is two thousand (2,000), all of which are without par value and are of the same class and are Common shares.
4. The amendment was duly adopted by the Board of Directors on April 9, 2004. Shareholder action was not required.
5. This amendment is effective upon filing.

DATED this 9th day of April, 2004.

YUPI INTERNET INC.


Kevin J. Fay, Vice President/Secretary
Director

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