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To:

Division of Corporations

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From:

Account Name Account Number : 110116001462

: RUIZ & CO., INC.

Phone

r (305)828-1277

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BASIC AMENDMENT

TIME 2000, INC.

DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Time 2000, Inc. Document # P97000098533

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, added or deleted)

ARTICLE V - Officers Directors

Delete: Marita Belfiore 7955 SW 86th Street Ste 522 Miami, Florida 33156

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

By Shareholders vote

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Page #2 Articles of Amendment

THIRD: The date of each amendment's adoption: August 28, 2003 FOURTH: Adoption of Amendment(s) (Check One)

 \underline{X} The amendment(s) was/were approved by the shareholders. The number of votes as 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 and shareholder action was not required.

Signed this 28th day of August 2003.

Signature:

Giancarlo Salgado President / Director