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3/09/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: NNPC, INC.

AUDIT NUMBER.....H98000004592

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NNPC, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 I. Changing name to:

Nigeria National Petroleum Corp.
same address

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:

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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IRD: The date of each amendment's adoption: 3/9/98

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 and shareholder action was not required.

Signed this day _____ of _____, 19 _____.

Signature X Prosper Jean President/Director
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Prosper Jean
 Typed or printed name
President/Director
 Title

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