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BASIC AMENDMENT

RIVERGY, INC.

Certificate of Status	0
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Amend.
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Fax Audit Number: H04000050967 3
Page 1 of 2 Pages

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RIVERGY, INC.

Pursuant to the provisions of Section 807.1005 of the Florida Business Corporation Act, Rivergy, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is Rivergy, Inc.

ARTICLE II
Amendment

Article V of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"ARTICLE V
Capital Stock

The Corporation shall have authority to issue 10,000,000 voting common shares with a par value of \$.01 per share and 10,000,000 non-voting preferred shares with a par value of \$50.00 per share which preferred shares, upon the liquidation, dissolution or winding up of the affairs of the Corporation shall be entitled to a preferential payment of one thousand U.S. dollars (US \$1,000.00) per share."

ARTICLE III
Date of Adoption

The amendment was adopted by the Corporation's Board of Directors and a majority of the shareholders on November 10, 2002.

ARTICLE IV
Manner of Adoption

The amendment was duly approved by a majority of the shareholders of the Corporation and the number of votes cast for the amendment by such shareholders was sufficient for approval.

A/A: RICARDO LASA


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Page 2 of 2 Pages

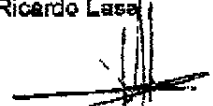
ARTICLE V
Effective Date

The filing of these Articles of Amendment shall be effective on November 10, 2002.

Dated this 10 day of November, 2002.


SHAREHOLDERS



Ricardo Lasa


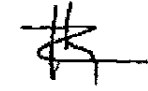
Gonzalo Lasa


Lacoin, S.A.

By: 

Ricardo Lasa, President

DIRECTORS



Ricardo Lasa


Gonzalo Lasa

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