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BASIC AMENDMENT

ESPHERA CORPORATION

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ESPHERA CORPORATION**

Pursuant to the provision of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

RESOLVED that:

FIRST: Amendments Adopted: **ARTICLE X. . . OFFICERS AND DIRECTORS** of the Articles of Incorporation is hereby amended as follows:

1. Sergio Szerman shall be the Director, Secretary and Treasurer of the aforementioned corporation. Sergio Szerman shall continue to be the President of the aforementioned corporation.

2. Lorena Ottaviano is no longer a Vice President of the aforementioned corporation.

SECOND: The date of this Amendment's adoption was September 4, 2003.

THIRD: These amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 4th day of September, 2003.

ESPHERA CORPORATION


SERGIO SZERMAN
SOLE DIRECTOR AND PRESIDENT OF
ESPHERA CORPORATION

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