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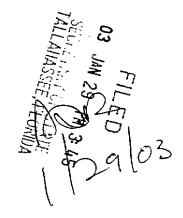
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION ' OF

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(present name)

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(Document Number of Corporation (If known)

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:

FTRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I: NAME

THE NEW NAME OF THE CORPORATION WILL BE:

ORION HOLDINGS GROUP, CORP.

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:

THIRD:	The date of each amendment's adoption: 1-1-03			
FOURTH: Adoption of Amendment(s) (CHECK ONE)				
6	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
C	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)"			
	(Young group)			
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Signed this 01 day of JAN , 2003			
Canal 6 Po				
Signature	(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)			
	CARAL G. LOPEZ			
(Typed or printed name)				
PRESIDENT				
	Cities			