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BASIC AMENDMENT

PETROSMART, INC.

Certificate of Status	0
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*Amendment*

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D. CONNELL MAR 24 2000

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PETROSMART, INC.

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I.

The name of the corporation is Petrosmart, Inc. (the "Corporation").

II.

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

ARTICLE V

The aggregate number of shares which this corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.001 per share.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

This Amendment was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by a written consent of the shareholders of all of the issued and outstanding shares of common stock of the Corporation dated March 20, 2000 and a written consent of all of the members of the board of directors of the Corporation dated March 20, 2000. The number of votes cast for the amendment was sufficient for approval by the shareholders.

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IN WITNESS WHEREOF, Petrosmart, Inc. has caused these Articles of Amendment to  
be executed on this 21 day of March, 2000.

PETROSMART, INC.

By:

  
Rogelio Salges  
President