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BASIC AMENDMENT

SUSHI TRAIN, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SUSHI TRAIN, INC.

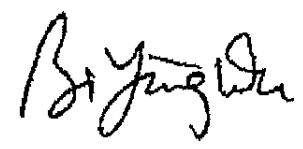
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(present name)

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)*

- AMENDMENT #1: PLEASE DELETE WEN ZHOU QIU AS PRESIDENT OF SUSHI TRAIN, INC.
- AMENDMENT #2: PLEASE ADD BI YING WU AS PRESIDENT OF SUSHI TRAIN, INC.
- AMENDMENT #3: PLEASE DELETE WEN ZHOU QIU AS REGISTERED AGENT OF SUSHI TRAIN, INC.
AND PLEASE ADD BI YING WU AS REGISTERED AGENT, 9734 DEERLAKE CT.,
#11, JACKSONVILLE, FL 32256 OF SUSHI TRAIN, INC.

I, BI YING WU, HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITES AS REGISTERED AGENT FOR SUSHI TRAIN, INC.

SIGN: 

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:

N/A

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THIRD: The date of each amendment's adoption: JULY 1, 2003

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 1st day of JULY, 2003

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)

BI YING WU

Typed or printed name

PRESIDENT

Title