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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NOVOHILLO, INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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Examiner's Initials

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NOVOHILO, INC..**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Present name)

Pursuant to provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, deleted)

ARTICLE VII: BOARD OF DIRECTORS

The name(s) and address(es) of the Member of the Board of Directors are:

CLAUDIA MORA - President
5751 SW 50TH TER
Miami, FL 33155

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: 8/12/1999

FOURTH: Adoption of Amendment(s) *Check One*

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ 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 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 a voting group.

(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)

Signed this: **10 May, 2000**

By: James H. H. H.
(Chairman or Vice Chairman of the Board of Directors, Presidents or other officer if adopted by the shareholders) Or (A director or incorporator if adopted by the directors of incorporators)

CLAUDIA MORA

(Type or print name)

President

(Title)