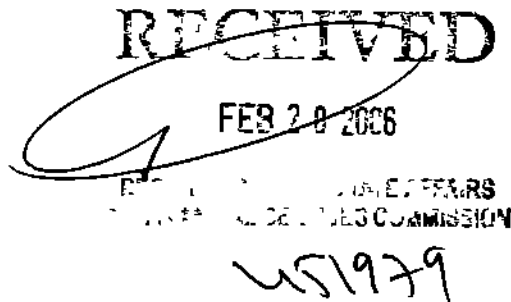


Mailing Address
PO Box 3339
Road Town, Tortola
British Virgin Islands

Telephone 284-494-4388
Facsimile 284-494-3088
Email info@mwmabacus.com
Web www.mwmabacus.com

February 20, 2006

Mrs Myrna Herbert
Registrar of Corporate Affairs
Director of Corporate Affairs
Road Town, Tortola
British Virgin Islands



Dear Mrs. Herbert:

Re: Freevale Enterprises Inc. – IBC#612762

On January 16, 2006, the sole director for the captioned company passed a resolution to amend the Memorandum of the Company. Accordingly, we enclose the following documents:

- 1 Three copies of the extract of the resolutions of the sole director dated January 16, 2006
2. Three copies of the related Notice of Amendment to Memorandum of Association
3. New Registered Agent's Consent
4. Our check for \$50.00 to cover the filing fees

Yours sincerely,



Abacus Trust and Management Services Limited
Authorized signatory

Amend M&A-clause/SD/on



FILED

FEB 20 2006

**REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION**

**INTERNATIONAL BUSINESS COMPANIES ORDINANCE (CAP. 291)
Section 16(2)**

NOTICE OF AMENDMENT OF MEMORANDUM OF ASSOCIATION

To: The Registrar of Companies

**FREEVALE ENTERPRISES INC.
IBC # 612762**

We, Abacus Trust and Management Services Limited of Geneva Place, 2nd Floor, #333 Waterfront Drive, Road Town, Tortola, British Virgin Islands, registered agent of the above company, hereby certify that the document annexed hereto is a true copy of the resolution of the director dated January 16, 2006 amending the Memorandum of Association of the above company.

Dated February 20, 2006



Abacus Trust and Management Services Limited
Authorised signatory

FILED

FEB 20 2006

REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION

IBC # 612762

FREEVALE ENTERPRISES INC.
(The Company)

INCORPORATED UNDER THE BRITISH VIRGIN ISLANDS INTERNATIONAL
BUSINESS COMPANIES ORDINANCE (No 8 OF 1984).

THE FOLLOWING IS AN EXTRACT OF A RESOLUTION PASSED BY THE SOLE
DIRECTOR OF THE COMPANY ON JANUARY 16, 2006

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

RESOLVED, that the existing clauses 2 and 3 under the respective captioned headings of the Company's Memorandum of Association be deleted in their entirety and be replaced with the new clauses 2 and 3 as follows:

REGISTERED OFFICE

2. The Registered Office of the Company will be at the premises of FGC Corporate Services Limited whose offices are located at 125 Main Street, Road Town, Tortola, British Virgin Islands.

REGISTERED AGENT

- 3 The Registered Agent of the Company will be FGC Corporate Services Limited whose offices are located at 125 Main Street, PO Box 144, Road Town, Tortola, British Virgin Islands.

FGC CORPORATE SERVICES LIMITED

Registered Agents

125 Main Street
P.O. Box 144
Road Town
Tortola
British Virgin Islands

Tel: (284) 494 2717
Fax: (284) 494 4834
E-mail: mail@faranakerins.com

Our Ref:

Your Ref

By: Hand Delivery

13th January, 2006

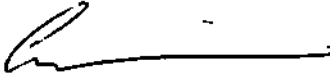
Registrar of Corporate Affairs
Registry of Corporate Affairs
Pasea Estate
Road Town
Tortola

Dear Madam,

RE: Freevale Enterprises Inc. (IBC 612762)

We consent to the change of Registered Office and Registered Agent to FGC Corporate Services Limited

Yours faithfully,
FGC CORPORATE SERVICES LIMITED


Charles Kerins

FILED

FEB 20 2006

REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION