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(Requestor's Name)

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(City/State/Zip/Phone #)

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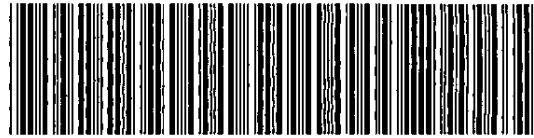
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amend.

08/24/09

DL

STEVEN A. SCIARRETTA, P.A.
ATTORNEYS AT LAW

STEVEN A. SCIARRETTA
LL.M. IN TAXATION

THE HAMILTON
2799 NW Boca Raton Blvd., #203
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TELEPHONE: (561) 368-7978
TOLL FREE: (800) 545-8454
TELEFAX: (561) 368-8502

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TWO DAY UPS

August 16, 2009

Florida Secretary of State
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Carousel Development & Restoration, Inc.

Dear Sir/Madam:

Enclosed herein you will find one (1) original and one (1) copy of the Amendment to Articles of Corporation of the above noted Florida Corporation.

Also enclosed is our check in the amount of \$43.75 which represents filing fee and fee for one (1) certified copy.

Please be so kind as to return all documents in the enclosed pre-paid, UPS envelope.

If you should have any questions as regards to this matter, please immediately contact the undersigned at our telephone number as set forth above.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

SAS:sib
Enclosure

**AMENDMENT
TO
ARTICLES OF CORPORATION
OF
CAROUSEL DEVELOPMENT & RESTORATION, INC.**

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:

ARTICLE IV – AUTHORIZED SHARES

The Capital Structure of the corporation is hereby changed as follows:

The number of shares which the corporation is authorized to have outstanding is five thousand, all Common, which shall be split into Class A Voting and Class B Non-Voting. There shall be fifty (50) Class A Voting and four thousand nine hundred fifty (4,950) Class B Non-Voting.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, then, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

Each existing share shall be exchanged for one (1) share of Class A Voting and ninety-nine (99) shares of Class B Non-Voting.

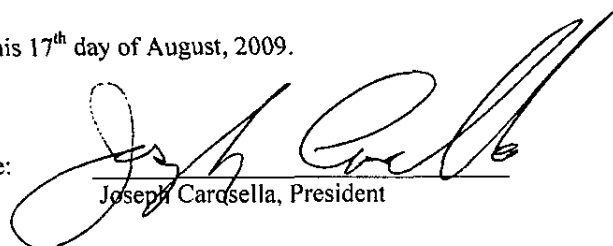
THIRD: The date of each amendment's adoption is August 17, 2009.

FOURTH: Adoption of Amendment:

This amendment was approved by unanimous vote of the shareholders, which is sufficient for approval of the amendment.

Signed this 17th day of August, 2009.

Signature:



Joseph Carosella, President