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Division of Corporations

Fax Number : (850)205-0380

ron:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 fax Number : (305)633-9696

BASIC AMENDMENT

XTREME WHOLESALE CORPORATION

Certificate of Status	0
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ARTICLES OF AMENDMENTS TO ARTICLES OF INCORPORATION OF

XTREME WHOLESALE CORPORATION

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HASSELF, FLORID

PURSUANT TO THE PROVISIONS OF SECTION 607,1006, FLORIDA STATUTES, THIS FLORIDA PROPERT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT THE ARTICLES INCORPOR L'TION:

FIRST: / MENDMENTS(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

ET FECTIVE AUGUST 24 2005, LAZARO MILIAN OF 3300 N.W 52^{ND} STREET MIAMI FL 33142 IS DESIGNATED VICE-PRESDENT.

SECONI): IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLITION 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: 08/24/2005

FOURTH: ADOPTION OF AMENOMENT(S) (CHECK ONE)

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THE . MENDMENTS(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THE NUMBER OF VOTES CA: T FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL

THE ..MENOMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS IT THE FOLLOWING STATEMENT MUST BE SEPARATELY PROVIDED FOR EACH VOTING GROUP ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S)

THE NUME OR OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL (VOTING GROUP)

THE AMENDMENT(S) WAS/ WERE ADOPTED BY THE BOARD OF DORECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE IMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION A ID SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS AUGUST 24 2005

SIGNATURE

By the Chairman of the Board, president of other officer if adopted shareholders)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OF PRINTED NAME)

HILDALGO AMAURY JR. - PRESIDENT