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BASIC AMENDMENT

DISCOUNT NUTRITION SOURCE, INC.

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Amend
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**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
DISCOUNT NUTRITION SOURCE, INC.**

I, the undersigned, being Director, President and Secretary of DISCOUNT NUTRITION SOURCE, INC., a Florida corporation, do hereby amend its Articles of Incorporation as follows:

OFFICERS

The officers of the Corporation will be changed from:

JASON MENDOZA
Director/President/Secretary/Treasurer
85 Grand Canal Drive
Ste. 202
Miami, FL 33144

To

JASON MENDOZA
Director/President/Secretary
85 Grand Canal Drive
Ste. 202
Miami, FL 33144

And

KRISTOPHER YANOPOULOS
Director/Vice-President/Treasurer
9375 SW 93rd. Place
Miami, FL 33176

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The date of adoption is September 22, 2004..

The number of votes cast for the amendment by shareholders were sufficient for approval. In all other respects, the Articles of Incorporation shall remain unchanged.

The undersigned, being the Director/President and Secretary of DISCOUNT NUTRITION SOURCE, INC., a Florida corporation, acting pursuant to Section 607 of the Florida Statute,

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does hereby manifest her intention that the foregoing Articles of Amendment to the Articles of Incorporation be Adopted according to its terms.



Jason Mendoza
Director/President and Secretary