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BASIC AMENDMENT
CAPRI DOLLAR STORE, CORP.

Certificate of Status	0
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Page Count	03
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Amend
mm
9/22/04

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAPRI DOLLAR STORE, CORP.
(PRESENT NAME)

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

FIRST: Amendment (s) adopted: (indicated article number (s) being amended or deleted)

ARTICLE V OFFICER

DELETED VICEPRESIDENT: MARIEN CUBA 50%
NEW PRESIDENT : DEIVYS E ALVAREZ 100%

This Corporation shall have (1) directors. The number of directors may be increased, or diminished, from time to time, by by-laws adopted by the stockholders.

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 09/24/2004

Document prepared by:

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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 voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

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