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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : BUSINESS WORLD TRANSACTIONS, INC.
Account Number : 104512000707
Phone : (305) 266-4080
Fax Number : (305) 221-2388

FILED
05 SEP 28 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 SEP 28 AM 8:00
DIVISION OF CORPORATIONS

BASIC AMENDMENT

GEM SHOE REPAIR, CORP.

Certificate of Status	0
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Page Count	03
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Amend @ 9.28.05

405000230634

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GEM SHOE REPAIR, CORP.**

FILED
05 SEP 28 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: (indicate article(s) being amended, added or deleted)

ARTICLE VI

THE NAME AND STREET ADDRESS OF THE OFFICER(S) AND DIRECTOR(S) OF THIS CORPORATION IS(ARE):

LUISA MARUSSI
5721 SW 73 ST
MIAMI, FL. 33143

DIRECTOR & PRESIDENT

JOSE L. BARBOZA
5721 SW 73 ST
MIAMI, FL. 33143

DIRECTOR & VICE PRESIDENT

THE NEW ADDRESS OF THIS CORPORATION IS:

5721 SW 73 ST
MIAMI, FL. 33143

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:

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H05000230634

THIRD: The date of each amendment's adoption: 09-26-05

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):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of SEPTEMBER, 2005

Signature

Luisa Marussi
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LUISA MARUSSI

(Typed or printed name)

DIRECTOR

(Title)

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