P06000025683

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From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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NAKED WHERE, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Naked Where, Inc. Doc #P06000025683
(present name)

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 number(s) being amended, added or deleted)

Article VI: Initial Board of Directors

Please Add: Lisa Stafford, Vice Presient
c/o 9 SW 13th Street
Ft. Lauderdale, Fl 33315

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: 03/20/06

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

- [x] 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 action was not required.

Signed this 20th day of March 2006

Signature ________________________
(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)

Tom Bodcruls
Typed or printed name

incorporator
Title