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Division of Corporations

FAX NO.

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*PO0000097137*

Florida Department of State  
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**BARNIE'S II, INC.**

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*Ps 7/18/07*  
*Amend*

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**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BARNIE'S II, INC.**

**P06000097137**

(Document number of corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**AMENDMENTS ADOPTED:**

Articles V. The Officers and Directors are hereby amended to be:

President:	Neil E. Leach
Vice-President/ Treasurer:	Glorian Leach
Vice-President/ Secretary:	Robert Kalafut
Vice-President:	Sonya Wahl

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself (if not applicable, indicate N/A): N/A

The date of each amendment adoption: July 2, 2007.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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Adoption of Amendment(s)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

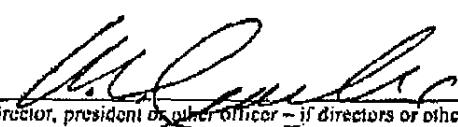
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."

☐ 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.

Signature

  
(By a director, president or other officer - if directors or other officers have not been selected by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

NEIL E. LEACH  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

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