

DEC 5 2007 8:33AM  
DIVISION OF CORPORATIONS

CAPITAL CONNECTION

NO. 26027 P.P. 1 OF 1

**P07000067539**

Florida Department of State  
Division of Corporations  
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(((H07000292311 3)))



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Division of Corporations  
Fax Number : (850)617-6380

From:  
Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850)224-8870  
Fax Number : (850)224-7047

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**BELL BUCKLE HOLDINGS, INC.**

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*Amend*

*SP*  
*12/5*

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Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
07 DEC -5 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BELL BUCKLE HOLDINGS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P07000067539

(Document number of corporation (if known))

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

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Article IV - Capital Stock, is amended in its entirety to read as follows:

The Corporation is authorized to have outstanding one class of stock, to be  
designed as Common Stock. The maximum number of shares of Common Stock  
that the Corporation is authorized to have outstanding is 500,000,000 shares of  
Common Stock having a par value of \$.001 per share.

(Attach additional pages if necessary)

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)

(continued)

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The date of each amendment(s) adoption: December 4, 2007

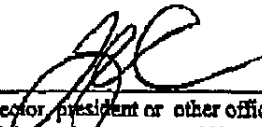
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- 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 \_\_\_\_\_"  
(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.

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

LUZ RODRIGUEZ  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

**FILING FEE: \$35**