

PO7000067539

FEB 4 2008 10:31 AM
Division of Corporations

CAPITAL CONNECTION

NO 4376 PaP. 1 of 1

Florida Department of State
Division of Corporations
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(((H08000029084 3)))



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To: 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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TALLAHASSEE, FLORIDA

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BELL BUCKLE HOLDINGS, INC.

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Amend

FEB. 4. 2008 10:31AM CAPITAL CONNECTION

NO. 4331 P. 2

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Articles of Amendment
to
Articles of Incorporation
of

FILED
08 FEB -4 PM 2:15
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 1,000,000,000 shares of Common Stock having a per 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: February 1, 2008

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.

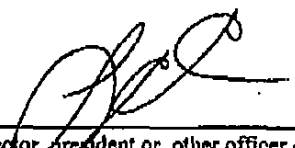
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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