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Division of Corporations
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PROPER COMPOSITION INC.

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ARTICLES OF AMENDMENT
 TO
 ARTICLES OF PROFIT CORPORATION
 OF
 PROPER COMPOSITION INC.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

(Present name)
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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 ARTICLE VII
 ADDED NEW DIRECTOR
 ILAN EDERI
 2742 S.W. 8 STREET # 201
 MIAMI-FLORIDA 33135

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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THIRD: The date of each amendment's adoption: June 1, 2009

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 the 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 day June 1, 2009

Signature Mara Gonzalez
 (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)

MARA GONZALEZ

Typed or printed name

DIRECTOR

Title

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