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DIVISION OF CORPORATIONS

BASIC AMENDMENT
GOLD MUSTACHE PUBLISHING, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GOLD MUSTACHE PUBLISHING, INC.

Pursuant to Florida Statute 607.1006, the Articles of Incorporation of the above named corporation are hereby amended as follows:

FIRST: Amendment adopted: Article VI shall read as follows: This corporation is authorized to issue fifty million (50,000,000) shares of one cent (\$.01) par value common stock which shall be deemed "common shares".

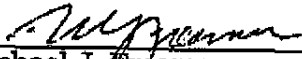
SECOND: No shares of stock have been issued in this corporation as of this date.

THIRD: The date of the amendment's adoption: February 22, 1999

FOURTH: The amendment was adopted by the sole incorporator without shareholder action, and shareholder action is not required since no shares have been issued.

Signed this 30th day of June, 1999.

**GOLD MUSTACHE PUBLISHING, INC.
a Florida corporation**

By: 
Michael J. Freeman
Incorporator
(Typed or printed name and Title)

Document prepared by:
Michael J. Freeman, Esq.
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