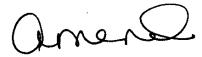
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TO

ARTICLES OF INCORPORATION

OF

COOL ZONE FOOTWEAR, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Felix Fequiere

Vice-President:

Jorge M. Calzada

SECOND:

Article 5 shall be amended to state:

President:

Felix Fequiere

whose addresses shall be the same as the principal address of the Corporation.\

THIRD:

Article 6 of the Articles of Incorporation states Directors as:

Felix Fequiere Jorge M. Calzada



FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Directors of the Corporation as:

Felix Fequiere

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 1 September 2006.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 1 September 2006

Felix Fequiere, Chairman of the Board of Directors