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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF BLAYLOCK OIL CO.**

Crystal Blaylock Sanchez, as President of BLAYLOCK OIL CO., a Florida corporation (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation as follows:

1. The name of the Corporation is: BLAYLOCK OIL CO.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
50	\$.01	Class "A" Voting Common
450	\$.01	Class "B" Non-Voting Common

The rights, privileges and immunities of both classes of stock shall be equal, except the Class "B" Non-Voting Common Stock shall have no right to vote.

3. The Recapitalization shall be implemented by each present shareholder receiving the shares of Class "A" Voting Common Stock and Class "B" Non-Voting Common Stock of the Corporation as reflected on the attached Exhibit "A" and the old shares of stock of the Corporation shall be automatically cancelled.
4. This amendment was adopted on June 24, 2009, by the unanimous joint written action of the Directors and Shareholders of the Corporation.

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This Amendment to the Articles of Incorporation is executed in Miami, Florida, this 24
day of June, 2009.

BLAYLOCK OIL CO.

By: 

Crystal Blaylock Sanchez, President

(M1634191_1)

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**EXHIBIT A
TO
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BLAYLOCK OIL CO.**

EXCHANGE SCHEDULE

Each of the outstanding shares of the Class "A" Common Stock of the Corporation shall be exchanged for .10 shares of Class "A" Voting Common Stock and .90 shares of Class "B" Non-Voting Common Stock, resulting in the issuance of 50 shares of Class "A" Voting Common Stock and 450 shares of Class "B" Non-Voting Common Stock, as follows:

Before Recapitalization

After Recapitalization

of Common Shares

of Class "A" Shares

of Class "B" Shares

500

50

450