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Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SPICE WORLD, INC.

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P. 02/03

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**SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SPICE WORLD, INC.**

The undersigned, the President of SPICE WORLD, INC. (the "Corporation"), desiring to further amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

WHEREAS, the name of the Corporation is SPICE WORLD, INC.; and

WHEREAS, the Articles of Incorporation of Spice World, Inc. (the "Corporation") were filed with the Secretary of State of Florida on October 6, 1975; and

WHEREAS, an Amendment to the Articles of Incorporation of Spice World, Inc. was filed with the Secretary of State of Florida on November 14, 1994; and

WHEREAS, it is the intention of the Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be further amended to increase the number of authorized capital stock of the Corporation, effective the date this Second Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by written consent of the directors and shareholders, pursuant to the provisions of Section 607.1006, 607.0821, and 607.0704 of the Florida Business Corporation Act on the 2nd day of December, 2004.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Second Amendment is filed with the Secretary of State of Florida, by deleting in its entirety Article III and substituting therefor the following:

"Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share."

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IN WITNESS WHEREOF, this Second Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 2nd day of December, 2004.

SPICE WORLD, INC., a Florida corporation

By: 

Gary R. Caniza, President