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P. 01/02

Division of Corporations

Page 1 of 1

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P. 02/02

**SECOND AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WALKING IN LOVE, INC.**

The undersigned, the President of WALKING IN LOVE, INC., a Florida not for profit corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is WALKING IN LOVE, INC.
2. The Articles of Amendment of the Corporation filed on September 1, 2010 were filed in error. This Second Amendment is being filed to correct such errors contained in the Articles of Amendment filed on September 1, 2010.
3. The Articles of Incorporation of the Corporation are amended by deleting Article VII in its entirety and inserting the following Article VII in its place and stead:

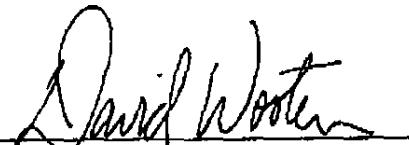
**"ARTICLE VII
BOARD OF DIRECTORS**

Except for the initial Board of Directors of the Corporation, the Board of Directors shall be determined and fixed as provided for in the bylaws of the Corporation."

4. The effective date of the Articles of Amendment to Articles of Incorporation of Walking in Love, Inc. filed on September 1, 2010, adopted November 24, 2009 was intended to be: November 24, 2009.

5. This amendment to the Articles of Incorporation of the Corporation was approved by written consent of the Board of Directors of the Corporation taken in lieu of a special meeting effective as of August 10, 2011. There are no members entitled to vote on the Amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective this 11 day of August, 2011.


David Wooten, President

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