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BASIC AMENDMENT

CUPID'S SOCIAL CLUB, INC.

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AMEND
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**CUPID'S SOCIAL CLUB, INC.
ARTICLES OF AMENDMENT**

COMPANY HAS NO MEMBERS

ACTION TAKEN BY DIRECTORS AT DIRECTORS' MEETING ON MAY 26, 2005

**REMOVAL OF MELINA POWELL AS A DIRECTOR
AND OFFICER OF THE COMPANY**

**VACANCIES CREATED BY REMOVAL OF MELINA POWELL
AS A DIRECTOR AND OFFICER OF THE COMPANY FILLED BY:**

**REGIANE GOELZ
11431 31 COURT NORTH
WEST PALM BEACH, FLORIDA 33412**

EFFECTIVE AS OF MAY 26, 2005

This Agreement is made and entered into this 26th day of May, 2005 by and between MICHAEL GOELZ ("M. Goelz") and DOLORES STANN ("Stann"), for purposes of paragraphs 1 and 3 of this Agreement pursuant to Section 617.0808 of the Florida Statutes (the "Florida Not for Profit Corporation Act"), together with REGIANE GOELZ ("R. Goelz") for purposes of paragraphs 2 and 3 of this Agreement pursuant to Section 617.0842 of the Florida Not for Profit Corporation Act.

WITNESSETH:

WHEREAS, Cupid's Social Club, Inc. (the "Company") was duly organized as a not-for-profit corporation with the Florida Division of Corporations on December 2, 1999 for the purposes of promoting sociability and friendship amongst its members and others and to promote and provide entertainment of an adult nature in an adult environment for pleasure, recreation and other non-profitable purposes;

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WHEREAS, the Company's powers are exercised by or under the authority of, and the affairs of the Company are managed under the direction of, its Board of Directors pursuant to Section 617.0801 of the Florida Not for Profit Corporation Act;

WHEREAS, Goelz, Stann and Melina Powell ("Powell") are the members of the Company's Board of Directors;

WHEREAS, Goelz is the Company's Vice President and Powell is the Company's President;

WHEREAS, Goelz and Stann have found Powell to be disruptive and uncooperative in the management and operation of the Company;

WHEREAS, Goelz and Stann believe that Powell has taken actions contrary to the bests interests of the Company which have caused or pose the risk of causing a substantial loss of the Company's good will, value, and/or assets;

WHEREAS, Goelz and Stann believe that it is in the best interests of the Company to remove Powell as a Director and Officer of the Company and to make provision for her replacement; and

NOW, THEREFORE, in consideration of the mutual promises and provisions contained herein, the parties agree as follows:

1. Removal as Director. Effective May 26, 2005, Powell is hereby removed as a Director of the Company pursuant to Section 617.0808 of the Florida Not for Profit Corporation Act and is hereby directed to turn over any and all records of the Company in her possession, custody and/or control within seventy two (72) hours of receipt of this Agreement to Robert F. Elgidey, Esq., One East Broward Boulevard, Suite 700, Fort Lauderdale, FL 33301.

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2. Removal as Officer. Effective May 26, 2005, Powell is hereby removed as an Officer of the Company pursuant to Section 617.0842 of the Florida Not for Profit Corporation Act and is hereby directed to cease and desist making any representations inconsistent herewith or taking any purported actions on behalf of the Company.

3. Vacancy. Effective May 26, 2005, R. Goelz shall fill the vacancies created by the removal of Powell as a Director and Officer until her successor(s) is(are) elected or appointed as provided in the Company's Articles of Incorporation or by law. R. Goelz hereby accepts the appointment as a Director and Officer of the Company and approves, ratifies and affirms the removal of Powell as an Officer of the Company as provided hereinabove at paragraph 2.

IN WITNESS WHEREOF, M. Goelz, Stann, and R. Goelz have executed this Agreement on the day and year first above written.

CUPID'S SOCIAL CLUB, INC.

By: Robert F. Elgidey
Robert F. Elgidey, Esq., in his capacity
as Attorney-in-Fact for Michael Goelz,
Director

CUPID'S SOCIAL CLUB, INC.

By: Robert F. Elgidey
Robert F. Elgidey, Esq., in his capacity
as Attorney-in-Fact for Dolores Stann,
Director

CUPID'S SOCIAL CLUB, INC.

By: Robert F. Elgidey
Robert F. Elgidey, Esq., in his capacity
as Attorney-in-Fact for Dolores Goelz,
Director

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