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OMNI EQUITIES CORPORATION

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Amnd 1/5/09

**SECOND ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
OMNI EQUITIES CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Florida profit corporation adopts the following amendments to its Articles of Incorporation:

1. Amendment to Article III. From and after the effective date of this amendment, Article III of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in its place and stead:

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

2. Deletion of Article XIII. From and after the effective date of this amendment, Article XIII of the Articles of Incorporation is hereby deleted in its entirety.

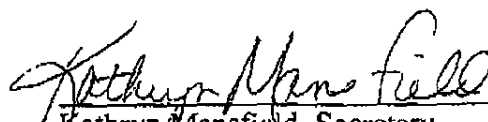
3. The date of each amendments' adoption is January 8, 2009.

4. The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

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This Second Article of Amendment to Articles of Incorporation of Omni Equities Corporation dated as of this 8th of January, 2009.


Kathryn Mansfield, Secretary