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CARAVAN PRODUCT, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARAVAN PRODUCT, INC.
P00000071901**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following person shall be deleted as Vice President and Secretary of the Corporation:

Roman Lapovok
9165 Carlyle Avenue
Surfside, FL 33154

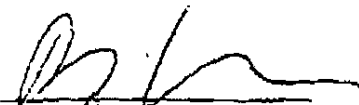
The following person shall be added as Vice President and Director of the Corporation:

Leonid Kaem
16850-112 Collins Avenue, #196
Sunny Isles Beach, FL 33160

SECOND: The date of the Amendment's adoption was May 27, 2009.

THIRD : The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 27th day of May, 2009.


Roman Lapovok
President