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Account Name : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
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BASIC AMENDMENT

EPICURE INTERNATIONAL FOODS, INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EPICURE INTERNATIONAL FOODS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

RESOLVED that:

FIRST: The following person will be added as an additional Officer and Director of the Corporation:

KONSTANTIN ABRAKONCHIK  
18236 Collins Avenue  
Sunny Isles Beach, FL 33160

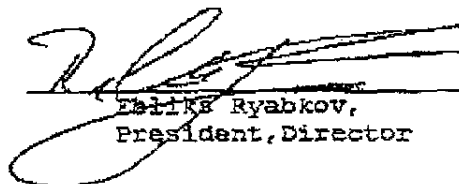
SECOND: The new President, Director, Vice President, Secretary and Treasurer of the corporation will remain:

FELIX RYABKOV  
7554 W. Norton Avenue, #8  
West Hollywood, CA 90046

THIRD: The date of the Amendment's adoption was August 8, 2003.

FOURTH: Amendment was adopted by the Board of directors without Shareholder Action and Shareholder action was not required.

Signed this August 8, 2003.

  
Felix Ryabkov,  
President, Director

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