

P00000090107

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BASIC AMENDMENT

HP FOOTWEAR, INC.

Certificate of Status	0
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Amendment
10/29/01

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ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
HP FOOTWEAR, INC.
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Pursuant to the provisions of section 607.1006, Florida Statues, this corporation adopts The following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate the article number(s) being amended, added or deleted)

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS
THE NAME AND ADDRESS OF THE DIRECTOR/OFFICER WILL BE:

RAMON PEREZ (D)
JAYME PEREZ (D)
425 NW 26 ST.
MIAMI, FL 33127

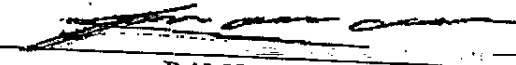
SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10-23-01

FOURTH: Adoption of Amendment(s) (check one)

the amendment(s) was/were approved by the board of directors without shareholder action and shareholder action was not required.

Signature



RAMON PEREZ (D)