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BASIC AMENDMENT
SOUTHBEACH.COM, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHBEACH.COM, INC.

Pursuant to the applicable provisions of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: Southbeach.com, Inc.
2. The Articles of Incorporation are hereby amended by deleting Article I in its entirety and substituting therefor the following:

ARTICLE I

The name of the corporation is: SoBe500, Inc.

3. The foregoing Amendment was adopted by vote of the sole shareholder and sole director on March 18, 200 2, in the manner prescribed by the Articles of Incorporation of the Corporation and by the applicable provisions of the Florida Statutes, and the number of votes cast was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 21 day of March, 2002.

Southbeach.com, Inc.

By: _____

Jake Steingart,

Sole Director and Sole Shareholder

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