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DS WORLDWIDE, INC.

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TALLAHASSEE, FLORIDA

*Amend.*

12/22/11

*Dc*

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

DS WORLDWIDE, INC.

(Present name)

FILED  
19 DEC 21 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)  
The changes are as follows:

ARTICLE VI - INITIAL BOARD OF DIRECTORS

DOODNAUTH, SHANITA R, DIRECTOR (REMOVE)  
11601 NW 21ST COURT  
PLANTATION FL 33323

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

**THIRD:** The date of each amendment's adoption: 12/21/2011

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

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

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

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Signed this 21<sup>ST</sup> DECEMBER, 2011

Signature

*Dave Doodnauth*

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

or

(By a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

DAVE DOODNAUTH

Typed or printed name

PRESIDENT

Title