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KEEP THAT POSE, INC.

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Amendment
01/31/06

DC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KEEP THAT POSE, INC.

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

FIRST : Amendment(s) adopted:

ARTICLE VI
BOARD OF DIRECTORS

DELETE:

OFFICER'S TITLE	NAME	ADDRESS
PRESIDENT:	LISA SARACHE	8690 S.W. 14 TH COURT PEMBROKE PINES, FL 33025

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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ADD:

OFFICER'S TITLE	NAME	ADDRESS
PRESIDENT:	ADRIANA REYES	1675 W. 49 TH ST HIALEAH, FL 33012
VICE-PRESIDENT:	NALI OCHOA	1675 W. 49 TH ST HIALEAH, FL33012
SECRETARY:	NALI OCHOA	1675 W. 49 TH ST HIALEAH, FL 33012
TREASURER:	ADRIANA REYES	1675 W. 49 TH ST HIALEAH, FL 33012

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
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ADD:

ARTICLE VIII

The name and post office addresses of each of the subscribers to this certificate of incorporation and the number of shares of stocks which each subscriber agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
ADRIANA REYES	1675 W. 49 TH ST HIALEAH, FL 33012	50
NALII OCHOA	1675 W. 49 TH ST HIALEA, FL 33012	50

SUBSCRIBER: ADRIANA REYES Adriana Reyes

SUBSCRIBER: NALII OCHOA Nalii Ochoa

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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INITIAL REGISTERED OFFICE AND REGISTERED AGENT

DELETE:

<i>Registered Agent</i>	LISA SARACHE	8690 S.W. 14 TH COURT PEMBROKE PINES, FL 33025
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ADD:

<i>Registered Agent</i>	ADRIANA REYES	1675 W. 49 TH ST HIALEAH, FL 33012
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I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation

SIGNATURE: ADRIANA REYES Adriana Reyes.

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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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: 01/30/06

FOURTH: Adoption of Amendments(s)

- 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 approved by _____"
- The amendment(s) was/were adopted by the board of directors without shareholders action and shareholders action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholders action and shareholders action was required.

Signed this day 30th of January, 2006.

Signature  (LISA SARACHE)

Title PRESIDENT

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

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