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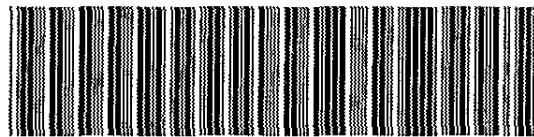
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WHOLE9, INC.

DOCUMENT NUMBER: P01000056257

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FREE NELSON VALENTE

(Name of Contact Person)

WHOLE9, INC.

(Firm/ Company)

1455 N TREASURE DR PH-N

(Address)

NORTH BAY VILLAGE, FL 33141

(City/ State and Zip Code)

For further information concerning this matter, please call:

FREE NELSON VALENTE

(Name of Contact Person)

at (305) 321-8664

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

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\$52.50 Filing Fee
Certificate of Status
Certified Copy
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is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

06 NOV 27 AM 11:24

WHOLE9, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

P01000056257

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE 3 - PRINCIPAL OFFICE - THE NEW PRINCIPAL OFFICE

ADDRESS SHALL BE 1455 N. TREASURE DR. PH-N, NORTH BAY
VILLAGE, FLORIDA 33141

ARTICLE 5 - OFFICERS - DELETE FRANCISCO CARCANA
AS VICE PRESIDENT AND SECRETARY. ADD FREE NELSON
VALENTE AS VICE PRESIDENT AND SECRETARY.

ARTICLE 6 - DIRECTOR(S) - DELETE FRANCISCO CARCANA,
SAM SUAREZ, CHRIS CAREY AND LIONEL QUAZO.

(SEE ATTACHMENT)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

**ATTACHMENT TO ARTICLES OF AMENDMENT
OF WHOLE9, INC.**

ARTICLE 6 – DIRECTORS – ADD FREE NELSON VALENTE AS THE NEW DIRECTOR

ARTICLE 7 – CORPORATE CAPITALIZATION – THE SHAREHOLDERS OF COMMON STOCK SHALL BE JUAN A. RIVERA WITH 3750 SHARES AND FREE NELSON VALENTE WITH 3750 SHARES.

ARTICLE 12 – REGISTERED AGENT AND REGISTERED OFFICE - DELETE AS REGISTERED AGENT SPIEGEL & UTRERA LOCATED AT 343 ALMERIA AVENUE, CORAL GABLES, FLORIDA 33134. ADD AS THE NEW REGISTERED AGENT AND ADDRESS: JUAN A RIVERA 1455 N. TREASURE DR. PH-N, NORTH BAY VILLAGE, FLORIDA 33141.

The date of each amendment(s) adoption: NOVEMBER 21, 2006

Effective date if applicable: NOVEMBER 21, 2006

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Signature

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JUAN A. RIVERA

(Typed or printed name of person signing)

PRESIDENT AND TREASURER

(Title of person signing)

FILING FEE: \$35