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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
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## BASIC AMENDMENT

BLUE MASHROOM MUSIC & FASHION, INC.

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*Amended & Restated  
Art.  
w/ NAME change  
DC  
9-10-01*

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## AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective September 7, 2001 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Blue Mushroom Music & Fashion, Inc.

Old Name: Blue Mashroom Music & Fashion, Inc.

Article II. Address. The Corporation's mailing address is:

Blue Mushroom Music & Fashion, Inc.

710 NE 31st Street

Pompano Beach FL 33064

Article III. Registered Agent. The Corporation's registered agent is:

Chaim Gueta

710 NE 31st Street

Pompano Beach FL 33064

Article IV. Officers. The Corporation's officers are:

President

Chaim Gueta

Secretary

Treasurer

Vice President

Moshe Hasni

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:  
Moshe Hasni

Article VI. Capital Stock. The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Blue Mashroom Music & Fashion, Inc.  
Blue Mushroom Music & Fashion, Inc.

By: \_\_\_\_\_

by F.E. Cammarata as attorney-in-fact

Name: Chaim Gueta

Title: President

Date: September 7, 2001

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(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Blue Mushroom Music & Fashion, Inc.

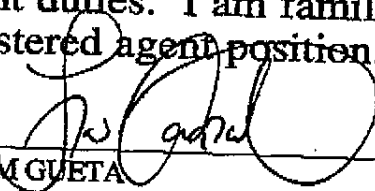
**REGISTERED AGENT/OFFICE:**

Chaim Gueta

710 NE 31st Street

Pompano Beach FL 33064

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CHAIM GUETA  
by F.E. Cammarata as attorney-in-fact

Date: 9/7/2001

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