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BASIC AMENDMENT
STUDIO BY DESIGN, INC.

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Amend
1/21/05

Audit # H05000017508
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
STUDIO BY DESIGN, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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:

ARTICLE I

**ARTICLE VII
Board of Directors**

This Corporation shall have Two director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

Name and Address
MIKE WALLS, PRESIDENT
10333 MEADOW CROSSING DRIVE
TAMPA, FL 33647

LINDA WALLS, VICE PRESIDENT
10333 MEADOW CROSSING DRIVE
TAMPA, FL 33647

The Adoption of Amendment(s) was/were adopted by the board of directors on January 21, 2005 without shareholder action and shareholder action was not required.

Signed on January 21, 2005.

Signature¹


MIKE WALLS, PRESIDENT/DIRECTOR

¹This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.