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Fax Number : (850)205-0380

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

**BASIC AMENDMENT**

**VIDA'S BOUTIQUE, INC.**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VIDA'S BOUTIQUE, INC  
(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment(s) adopted: indicated article number(s) being amended, added or deleted

ARTICLE VI

The board of Directors will be amended as follows:

ADDED:

JULIO A. GUTIRREZ  
1710 NW 7<sup>th</sup> STREET STE: 201  
MIAMI, FLORIDA 33125

PRESIDENT/TREASURE

ADDED:

VIDA RODRIGUEZ-MEDINA  
1710 NW 7<sup>th</sup> STREET STE: 201  
MIAMI, FLORIDA 33125

VICE-PRESIDENT/SECRETARY

ARTICLE VII

Shareholders will be amended as follows:

JULIO A. GUTIRREZ  
1710 NW 7<sup>th</sup> STREET STE: 201  
MIAMI, FLORIDA 33125

50%

VIDA RODRIGUEZ-MEDINA  
1710 NW 7<sup>th</sup> STREET STE: 201  
MIAMI, FLORIDA 33125

50%

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SECOND: If an amended 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: 05/02/2005

FOURTH: Adoption of amendment(s) (check one)

  X   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 adopted 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 shareholders 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.

Signed this March 24, 2004

Signature

  
\_\_\_\_\_  
JULIO A. GUTIÉRREZ/President

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Vida Rodriguez  
VIDA RODRIGUEZ-MEDINA/VICE-PRESIDENT

(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)

Julio A. Gutierrez  
JULIO A. GUTIERREZ/President

Vida Rodriguez  
VIDA RODRIGUEZ-MEDINA/VICE-PRESIDENT

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