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| CORPORATION NAME(S) & DOCUMENT NUM | BER(S) (if known)* |
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| NEW FILINGS AMENDM | ENTS |
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

| MILY'S ARTS & CRAFTS CORPORATION | |
|--|--|
| | |
| | |
| (present name) | |
| P02000017221 | |
| (Document Number of Corporation (If known) | |

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:

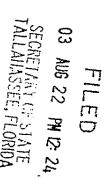
FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

1. Article VIII - Directors / Officers of Mily's Arts & Crafts Corporation, a Florida Corporation is hereby amended to read as follows:

Axel Pressoir 14336 SW 98 Terrace Miami, Fl 33186 President, Secretary, DIRECTOR

PLEASE DELETE THE FOLLOWING DIRECTOR:

Clarens D. Pressoir 14336 SW 98 Terrace Miami, FI 33186



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: | T | he date of each amendment's adoption: AUGUST 21, 2003 | | | |
|------------|----|---|--|--|--|
| FOURTH | [: | Adoption of Amendment(s) (CHECK ONE) | | | |
| Ø | 1 | 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 approval by | | | |
| | 3 | 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. | | | |
| | | Signed this 21 day of AUGUST , 2003 | | | |
| Signature_ | _ | a lessain | | | |
| | | (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) | | | |
| | | AXEL PRESSIOR | | | |
| | | (Typed or printed name) | | | |
| | | PRESIDENT | | | |
| | | (Title) | | | |

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