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Notes:

The revised amendment is attached.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS:

Arturo Freeman Enterprises, Inc.

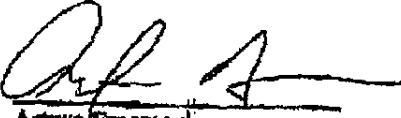
AMENDMENT ARTICLE I

THE NAME OF THE CORPORATION IS CHANGED TO:

AF Holdings, Inc.

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE 16th DAY OF February 2006. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

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Arturo Freeman
President