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BASIC AMENDMENT

CUPIDS CLUB, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CUPIDS CLUB, INC.**

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Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation of CUPIDS CLUB, INC., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Article Seven of the Articles of Incorporation of the Corporation shall be deleted in its entirety and amended to read as follows:

**ARTICLE SEVEN
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is 1,000,000, all of which shall be common shares, with a par value of \$0.001 per share.

2. The foregoing amendment was duly approved and adopted by the sole shareholder and the sole director of the Corporation by unanimous written consent on August 7, 2003. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of CUPIDS CLUB, INC., this 7th day of August, 2003.

CUPIDS CLUB, INC.

By: 
Scott O. Hirsch, President

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