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**FILED****BASIC AMENDMENT****DIXIE CLIPS, INC.**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DIXIE CLIPS, INC.

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 adopted: Article "FIRST" of the Articles of Incorporation relating to the corporate name for the corporation is hereby stricken out in its entirety, and the following new Article "FIRST" is substituted in lieu thereof:

"FIRST: The Corporate name for the corporation (hereinafter called the "corporation") is Sole Mates, Inc."

SECOND: The date of the amendment's adoption is July 1, 2003.

THIRD: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 18th day of July, 2003.

  
Lisa Birnbaum, Incorporator