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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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BASIC AMENDMENT

BUTTERFLY BOUTIQUE, INC.

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Amend / name chg -
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BUTTERFLY BOUTIQUE, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Butterfly Boutique, Inc. () adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

ARTICLE I: Name

The name of this corporation is:

Red Boutique, Inc.

ARTICLE V: Registered Office and Agent

The street address of the registered office of this corporation is 150 Worth Avenue, Suite 219, Palm Beach, Florida 33480, and the name of the registered agent of this corporation at that address is KEITH A. SELDIN.

ARTICLE VI: Board of Directors

This corporation shall initially have one (1) director. The number of directors may either be increased or decreased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Keith A. Seldin, Esq.
150 Worth Avenue, Suite 219
Palm Beach, Florida 33480

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted March 9, 2004 by the Board of Directors.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Butterfly Boutique, Inc.

By: E. Davila
by E.S. Davila as attorney-in-fact

Name: Keith A. Seldin, Esq.

Title: Director

Date: 3/5/04

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