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BASIC AMENDMENT

THE POTTERY BAKERY CORP.

Certificate of Status	1
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ARTICLES OF AMENDMENT OF THE POTTERY BAKERY CORP.

1. Article V- MAILING ADDRESS OF CORPORATION, of the Articles of Incorporation of THE POTTERY BAKERY CORP., is hereby amended to read:

The Corporation's mailing address shall be:

Aventura Mall - 19575 Biscayne Blvd., Room #3201 Aventura, Florida 33180

2. Article VII - INITIAL DIRECTOR, of the Articles of Incorporation of THE POTTERY BAKERY CORP., is hereby amended to read:

The name and post office of the Directors of the Corporation are:

Name
Address

Aventura Mall-19575 Biscayne Blvd., Room #3201
Aventura, Florida 33180

Aventura Mall-19575 Biscayne Blvd., Room #3201
Aventura, Florida 33180

The foregoing Amendment was approved by the Directors on August 154, 2004 without shareholder action, and shareholder action was not required.

These Articles of Amendment shall be effective immediately.

The original Articles of Incorporation were filed under Document #P03000049441 on May 5, 2003.

IN WITNESS wherefore, the undersigned Director of this Corporation has executed these Articles of amendment, this 1st day of August, 2004.

Alisa Romano, as Director

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STATE OF FLORIDA COUNTY OF MIAMI-DADE

Before me personally appeared ALISA ROMANO, to me well known and known to me, to be the individual described in and who executed the foregoing instruments in the capacities stated above for THE POTTERY BAKERY CORP., a Florida corporation, and severally acknowledged to and swore before me that he executed such instrument in such capacities, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Print Name: CLORING
My Commission Expires:

SWORN TO and subscribed before me, this _9 th day of August, 2004.

Gloria A. Shoff
Commission # DD128615
Expires Aug. 2, 2006
Ronded Thru
Atlantic Sensing Ca. inc.

tf/k/Articles of Amendment/11942

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