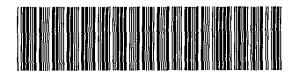
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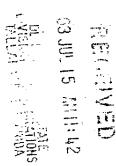
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## ARTICLES OF AMENDMENT OF

## HEIDI USA, INC.

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- 1. The name of the Corporation is HEIDI USA, IN
- 2. Article six (6) of the Articles of Incorporation of the Corporation is hereby amended to change the names and addresses of the Directors to:

Heidi Shapiro -Pres C/O Grant Kaplan, 7200 W. Camino Real, #102 Boca Raton, Florida 33433 Sheryl Fels C/O Grant Kaplan, 7200 W. Camino Real, #102 Boca Raton, Florida 33433

3. The foregoing amendment was adopted by the Incorporator before the issuance of any shares of the Corporation on the 15th day of July, 2003, pursuant to Section 607. 1006 , Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 15th day of July, 2003.

Filings, Inc., a Florida Corporation by Teresa Roman, Vice-President

Seraso Koman Incorporator