

Division of Corporations

P05000072245

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LIPSTICK MODEL & TALENT AGENCY INC.

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Amend 3-29-05/jm



Michael T. Pavlou
MTP@AERLAWYERS.COM

Date: March 28, 2005
Send To: Amendments/Corporate
Company: Sunbiz
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Please note the fax confirmation attached. This request was originally sent over on January 03, 2005.

If you have any questions or concerns, please do not hesitate to contact me at the above listed numbers. Thank you in advance for your help.

**Thank You,
Michael Pavlou**

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ALVAREZ ELJAIK & RODRIGUEZ, P.L.
2601 SOUTH BAYSHORE DRIVE, SUITE 600
COCONUT GROVE, FL 33133
TEL: 305.444.5885 | FAX: 305.444.8986
WWW.AERLAW.COM

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

Lipstick Model & Talent Agency, Inc.
a Florida Incorporation

The undersigned, being the President of Lipstick Model & Talent Agency, a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation as initially authorized and filed on June 30, 2003 under Document No. P03000072245 with the Florida Department of State, Division of Corporations, are hereby modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article IX of the Articles of Incorporation of the Corporation is hereby modified to provide that Michael Samuels has resigned from his position as a director and as an officer of the Corporation effective January 3, 2005 and that from and after January 3, 2005 the names and street addresses of all of the directors and officers of the Corporation and their respective position and office in the Corporation are as follows

<u>Office</u>	<u>Name</u>	<u>Address</u>
Director and President	Sue Ann Henry	1521 Alton Road #410 Miami Beach, FL 33139

2. The foregoing amendment was unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated January 2, 2005, which was sufficient to authorize, approve and carry-out this amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hands and affixed the Corporation's corporate seal this 3rd day of January, 2005.

Director:

Lipstick Model & Talent Agency, Inc.
A Florida Corporation


Sue Ann Henry, Director and President
By: Santiago Eljaiek III, Esq., as attorney-in-fact

[Company Seal]

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