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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**GUNSPA, INC.**

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
GUNSPA, INC.**

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Pursuant to F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** The name of the Corporation is GUNSPA, INC. and the date of its incorporation is January 7, 2004.

**SECOND:** Article I of the Articles of Incorporation entitled, "Name", is amended to read:

The name of this Florida Corporation is:

GUN SPA, INC.

**THIRD:** Article IV of the Articles of Incorporation entitled, "Board of Directors", is amended to read:

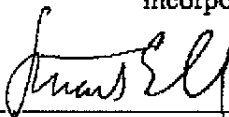
The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

SHARON SCHWARTZ

**FOURTH:** The date of adoption of these Amendments is January 21, 2004.

**FIFTH:** The undersigned Incorporator executed these Articles of Amendment to the Articles of Incorporation on January 21, 2004, and said amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

  
STUART E. BLOCH  
Incorporator

Date: January 21, 2004

Stuart E. Bloch, Esq., Florida Bar No. 886459  
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