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BASIC AMENDMENT

STEPRIGHT SANDALS INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF StepRight Sundals INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: Articles II and V

ARTICLE II- The principle place of business and mailing address of this corporation shall be:

400A Ansin Blvd., Hallendale, Florida 33009

Article V- The director of the corporation is: Paul Hibbert, 400A Ansin Blvd., Hallendale, Florida 33009

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8th day of March, 2004

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders.	The number of
votes cast for the amendment(s) was/were sufficient for approval	

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______."

Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

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Signed this	8th day of March, 2004.
Signature:	Pan Hibbet
-	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer is adopted by the shareholders)
	Paul Hibbert PAUL HIBBERT
	Typed or printed name
_	President DWN-27
-	Title

StepRight Sandals INC.

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