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BASIC AMENDMENT

STRAW HAT SUNBLOCK, INC.

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ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
STRAW HAT SUNBLOCK, INC.

Pursuant to the provisions of Chapter 607.1003 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST:

The name of the Corporation is Straw Hat Sunblock, Inc.

SECOND:

The following amendment of the articles of Incorporation was adopted by the Corporation:

Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following new Article III is substituted in its place and stead as if originally set forth therein:

"Article III. Authorized Capital

The Corporation is authorized to issue three classes of stock, as follows:

(A) One Hundred Thousand (100,000) shares of voting common stock with a par value of \$0.01 per share;

(B) One Hundred Thousand (100,000) shares of nonvoting common stock with a par value of \$0.01 per share; and

(C) Ten Thousand (10,000) shares of \$1,000 face value preferred stock having a \$1,000 liquidating preference and a priority 9% cumulative annual dividend."

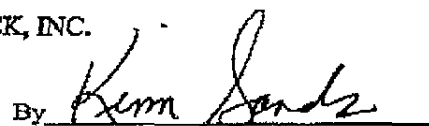
THIRD:

The above amendment was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation on March 18, 2005.

Dated: March 18, 2005

STRAW HAT SUNBLOCK, INC.

Attest:   
SERGIO E. CALZADO, JR., Secretary

By:   
KIM SANDS, President

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