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BASIC AMENDMENT

MR. SID'S ICE CREAM, INC.

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ARTICLES OF AMENDEMENT TO ARTICLES OF INCORPORATION OF MR. SID'S ICE CREAM, INC.

Pursuant to the provision of section 607-1006, Florida Statues, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article VI, Directors:

The purpose of this amendment is to remove the director of this corporation as follows:

The following director/officer shall be removed:

Mrs. Lynnis Williams

Vice-President

Secretary

The following director/officer who shall keep office:

Mr. Horace Clarke

President Treasurer

Secretary

SECOND:

The date of the adoption is:

January 31st, 2005

THIRD.

Adoption of Amendment

The amendment was approved by the board of directors, and shareholders. The number of votes cast was sufficient for a majority to approve amendment of the articles of incorporation.

Signed this 31st day of January, 2005

My I was Williams Vice President

Mr. Horace Clarke, President