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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE SCRAP STUDIO, INC.

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*Amend
8/2/04*

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE SCRAP STUDIO, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: Amendment Adopted: Resolved that Article II of the Articles of Incorporation of **THE SCRAP STUDIO, INC.** shall be amended to reflect that the principle business address shall be:

10763 NW 23rd Street
Miami, FL 33172

Second: Amendment Adopted: Resolved that Article VI of the Articles of Incorporation of **THE SCRAP STUDIO, INC.** shall be amended to reflect the addition of the following Directors:

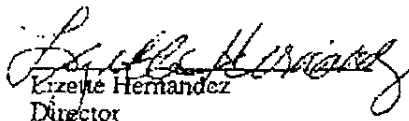
Luis Contreras
10763 NW 23rd Street
Miami, FL 33172

Birgit Hess
10763 NW 23rd Street
Miami, FL 33172

Third: The date of the amendment's adoption shall be July 22, 2004.

Fourth: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required

Signed this 22nd day of July 2004.


Kizette Hernandez
Director

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