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BALLOON DISTRACTIONS, INC.

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Amend.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BALLOON DISTRACTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FL 32310

Pursuant to the provisions of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act, BALLOON DISTRACTIONS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Amendment

Article IV of the Articles of Incorporation of this Corporation is hereby amended for the purposes of changing the number of shares of capital stock authorized by the corporation by deleting the existing Article IV in its entirety, and substituting the following therefore to wit:

"Article IV
Capital Stock

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be One Thousand (1,000) shares of common stock (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis."

ARTICLE II
Date of Adoption

The amendment was adopted on the 10th day of July, 2009.

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
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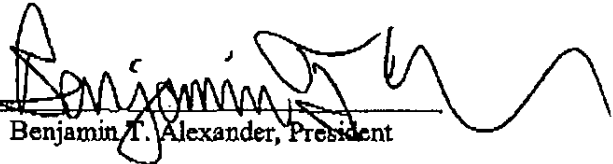
ARTICLE III
Manner of Adoption

The amendment was duly approved by the joint written consent to action of the shareholders and the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

Dated this 10th day of July, 2009.

BALLOON DISTRACTIONS, INC.

By: 
Benjamin T. Alexander, President

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BTA