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FRUITS & FRUITS, INC.

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12/17/2008 3:20 PAGE 001/001 Florida Dept of State

December 17, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FRUITS & FRUITS, INC. 15250 SW 134 PLACE, UNIT 106 MIAMI, FL 33177

SUBJECT: FRUITS & FRUITS, INC.

REF: P04000085276

We received your electronically transmitted document. Eowever, the document has not been filed. Please make the following corrections and refex the complete document, including the electronic filing cover sheet.

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Teresa Brown Regulatory Specialist II FAX Aud. #: H08000275423 Letter Number: 708A00060775

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P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION OF

FRUITS & FRUITS, INC. P04000085276

Madec 18 MID: ST Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted: (Indicate article number(s) being amended, added or deleted)

BOARD OF DIRECTORS AND OFFICERS

WE WILL DELETE THE FOLLOWING DIRECTOR/OFFICER MILADY JUBIZ PRESIDENT/DIRECTOR

WE WILL ADD THE FOLLOWING DIRECTOR/ OFFICER ROSARIO VILLANUEVA PRESIDENT/SECRETARY/DIRECTOR

The New REGISTER AGENT shall be ROSARIO VILLANUEVA 16537 SW 55 TERRACE MJAMI FLORIDA 33185

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

ROSARIO VILLANUEVA

100% SHARES

THIRD: The date of each amendment's adoption: 12/15/08

FOURTH: Adoption of Amendment(s)

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

Signed this 15 day of December, 2008

President/ Director

(((H08000275423)))

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF FRUITS & FRUITS INC. P04000085276

Having been named register agent and accept service of process for the above stated corporation at the place designated in this certificate, I hereby accepted the appointment as register agent and agree to act this capacity. I further agree to comply with the provisions of all statutes relating to the proper and completed performance on my duties and I am familiar with and accept the obligations of my position register agent.

ROSARIO VILLANUEVA

President/Director