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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the Corporation is:

MODEL EXPOSURE, INC.

SECOND

The corporation adopted the following amendment to its articles of incorporation:

The name of the corporation shall be changed to the following:

MODELFUSION, INC.

THIRD

The corporation adopted the following amendment to its articles of incorporation:

The name and title of the one corporate officer/director shall be as follows:

A. Brett Cramer, President/Director

FOURTH

The shareholders of the corporation adopted these articles of amendment on September 2^{nd} , 2004. The number of votes cast was sufficient for these articles of amendment to be adopted.

MODEL EXPOSURE, INC.

Corporation Name

A. Brett Cramer, President/Director