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BASIC AMENDMENT

OTHER SIDE USA, INC.

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ARTICLES OF AMENDMENT

OF

OTHER SIDE USA, INC.

The shareholders of OTHER SIDE USA, INC. have unanimously approved the following amendments to the Articles of Incorporation adopted as of August 3, 2004.

ARTICLE XIII - OFFICERS


The name and address of the managers shall be amended as follows:

FRANCOIS TRABELSI - President / Treasurer

YACOV SITBON - Vice President / Secretary

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IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber and has acknowledged and filed in the office of the Department of State of Florida, this Certificate of Amendment to the Articles of Incorporation of OTHER SIDE USA, INC. this 12th day of November, 2004.


FRANCOIS TRABELSI, as President

Prepared by:
Charles S. Sertiky, Esq.
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