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ARTICLES OF AMENDMENT

OF

NAPOLI HOLDINGS, INC.

The shareholders of NAPOLI HOLDINGS, INC. have unanimously approved the following amendments to the Articles of Incorporation adopted as of August 27, 2004.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of the One (\$1.00) Dollar per share shall be amended as follows:

Donatto Carretta	51	Shares
Vito A. Carretta	49	Shares

ARTICLE V

 The Board of Directors of the corporation shall be amended as follows:

 Donatto Carretta
 President / Treasurer

Vito A.Carrettea Vice President / Secretary

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 Certificate of Incorporation of NAPOLI HOLDINGS, INC., this _____ day of June, 2006.

TONIO CARRETTA, as President

Prepared by: Charles S. Scrfary, Esq. 4340 Sheridan Street Second Floor Hollywood, Florida 33021 (954) 894-9449

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