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From: Patricia Radlock

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PD4000124833

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Florida Dept of State

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January 9, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

OCEANFRONT EQUITY HOLDINGS, INC.
2400 E COMMERCIAL BLVD
SUITE 719
FORT LAUDERDALE, FL 33308US

SUBJECT: OCEANFRONT EQUITY HOLDINGS, INC.
REF: P04000124833

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

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Irene Albritton
Document Specialist

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P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCEANFRONT EQUITY HOLDINGS, INC.
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, OCEANFRONT EQUITY HOLDINGS, INC., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is OCEANFRONT EQUITY HOLDINGS, INC..
2. Article IV of the Corporation's Amended and Restated Articles of Incorporation is hereby amended by deleting the second sentence of Article IV and inserting in lieu thereof, the following:

"The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of (a) Forty-Nine Million Five Hundred Thousand (49,500,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"); (b) Five Hundred Thousand (500,000) shares of Class B Non-Voting Common Stock, par value \$0.001 per share (the "Class B Non-Voting Stock"); and (c) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock")."

3. Article IV A, 2. of the Corporation's Amended and Restated Articles of Incorporation is hereby amended by adding the following sentence to Article IV, A, 2.:

"Notwithstanding the foregoing, the holders of record of shares of Class B Non-Voting Stock will be entitled to no voting rights."

4. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

5. The amendment made herein to the Amended and Restated Articles of Incorporation of the Corporation was approved by the unanimous written consent of the directors and the majority written consent of the shareholders of the Corporation, dated December 29, 2006 with the number of votes cast being sufficient for approval, in accordance with the Florida Business Corporation Act.

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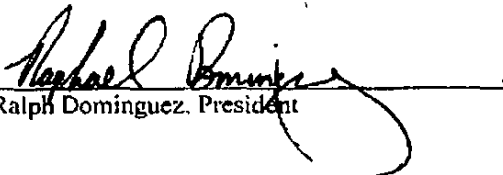
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6. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation, this 8th day of January, 2007.


Ralph Dominguez, President

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