Florida Department of State

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To:

Division of Corporations

Fax Number 1 (850)205-0380

From:

: FAS-T CORP. AGENTS, INC. Account Name

Account Number : 071001002335 2 (305)599-0839 Phone : (305)716-0346

Fax Number

BASIC AMENDMENT

HAWKSBILL COLLECTION, INC.

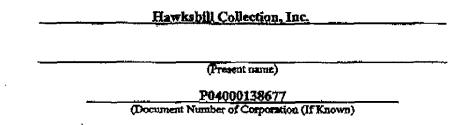
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



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: (indicated article number(s) being amended, added or deleted)

Remove Mary Jo Sistare as President—Director and add Paul Sistare as President—Director.

Add Mary Jo Sistare as Secretary.

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

Cancel 100 shares issued to Mary Jo Sistare and issue 100 shares to Paul Sistare, which accounts for all outstanding shares.

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FOURTH: Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be superately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cust for the amendment(s) was/were sufficient approval by C! (Voting group)
(Acting Room)
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 18 day of Nevember . 2005
Signature
(By the Chairman or Vice Chairman of the Sound of Directors, President or other officer if adopted by the strumbolders)
OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
Mary Jo GISTARE
(1 ypc or promed name)
President - Director
(Title)