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BASIC AMENDMENT

VICTOR MARCHUK FRAMING, INC.

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**SECOND AMENDMENT TO
ARTICLES OF INCORPORATION OF
VICTOR MARCIUK FRAMING, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation hereby amends its Articles as follows:

Article I.

The name of the corporation is Victor Marchuk Framing, Inc.

Article II.

The following Second Amendment to the Articles of Incorporation had been adopted:

Article 9. Officers is revoked in its entirety and is replaced with the following:

ARTICLE 9. OFFICERS

The officers who are to serve until the first annual meeting of Directors or until their successor be elected and qualify, or until their earlier resignation are as follows:

Victor Marchuk	President
Vasiliy Voloshchuk	Vice President
Dmitry Kishko	Vice President
Tatyana Marchuk	Secretary/Treasurer

III.

This Second Amendment to the Articles of Incorporation was recommended by the Board of Directors to the Corporation's shareholders on July 26, 2005. The date of the approval of the above Second Amendment to the Articles of Incorporation by all the shareholders entitled to vote on the Second Amendment of the Articles of Incorporation

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by written consent in accordance with Section 607.0704, Florida Statutes, was July 26, 2005, and the number of votes in favor of the Second Amendment to the Articles of Incorporation was sufficient for approval.

The date of the adoption of the above amendment by the directors by written consent in accordance with Section 607.0821, Florida Statutes, was July 26, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed this Second Amendment of the Articles of Incorporation on July 29th, 2005.

By: Victor Marchuk
Victor Marchuk.
President

ATTEST:

Tatyana Marchuk
Tatyana Marchuk, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Victor Marchuk, President and Tatyana Marchuk, Secretary of Victor Marchuk Framing, Inc., a Florida corporation, who are personally known or who produced FC driver licenses as identification and who did take an oath, and they acknowledged that they executed the foregoing Second Amendment to the Articles of Incorporation on behalf of said corporation pursuant to authority in him duly vested by said corporation.

WITNESS my hand and official seal this 29th day of July, 2005.

Angela Koehler
Notary Public



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