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BASIC AMENDMENT

HEAD LINERS BARBERSHOP INC.

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Articles of Amendment to Articles of Incorporation of HEAD LINERS BARBERSHOP INC.

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Pursuant to the provision of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

AMENDMANTS ADOPTED -Article II - Principal Office - 2745 SW 142 Ave Miami, FL 33175

Article III – Shares and Shareholders – 100 shares divided by 50% Paul Ruiz 14489 SW 126 PL Miami, FL 33186 50% Esteban Lopez 26031 SW 130 Ave Miami, FL 33032

Article VI - Directors

President -Paul Ruiz 14489 SW 126 PL Miami, FL 33186

Secretary – Yesenia Rosell 7003 SW 162 Path Miami, FL 33193

Vice President & Treasury -Esteban Lopez 26031 SW 130 Ave Miami, FL 33032

The date of each amendment(s) adoption is November 12, 2005, with the same effective date.

The amendments were approved by the shareholders. The numbers of the votes cast for the amendments by the shareholders were sufficient for approval.

Signed this 12 day of November of 2005

Paul Ruiz President

Esteban Lopez VP & Treasury 05 NOV 14 PM 3: 53