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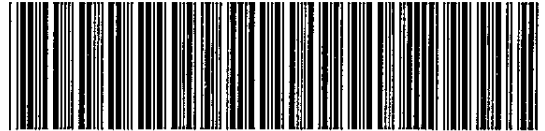
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BRASHEAR & ASSOC. P.L.
C o u n s e l o r s a t L a w

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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

August 18, 2005

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

RE: TEAM FASHION USA, INC.
Document No. P05000091485

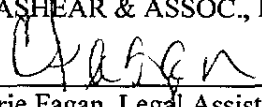
Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.



Carrie Fagan, Legal Assistant

Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TEAM FASHION USA, INC.**

FILED
05 AUG 22 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on August 11, 2005:

1. The following amendment to the Articles of Incorporation of Team Fashion USA, Inc. was adopted by holders of a majority of the outstanding shares of the common stock of the corporation on August 11, 2005, in the manner prescribed by the Florida General Corporation Act:

Article VIII

Initial Officers and Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is:

David G. Bushnell
7257 N.W. 4th Blvd., #5
Gainesville FL 32607

The initial officers of the Corporation shall be:

David G. Bushnell
7257 N.W. 4th Blvd., #5
Gainesville FL 32607

President, Secretary-Treasurer

Sarah L. Tan
9962 N.W. 21st Avenue
Gainesville FL 32606

Vice President

2. The number of shares of the corporation outstanding at the time of such adoption was 510 shares common stock; and the number of shares entitled to vote thereon was 510 shares common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class

Number of Shares

Common

510

4. Number of shares voted for the amendment of Article VIII was 510; the number of shares voted against such amendment was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 0.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article VIII was sufficient for approval by the common stock shareholders.

Dated: August 17, 2005.

TEAM FASHION USA, INC.

By:

David G. Bushnell
DAVID G. BUSHNELL, President

Corporate Seal

Attest:

David G. Bushnell
DAVID G. BUSHNELL, Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DAVID G. BUSHNELL, President and Secretary of Team Fashion USA, Inc., to me known to be the person described in and who attested to the foregoing Articles of Amendment, and upon oath acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of Aug, A.D. 2005.



Carrie Prescott Fagan
Commission # DD382361
Expires January 10, 2009
Bonded Troy Pain - Insurance, Inc. 800-385-7019

Chagan
Notary Public, State at Large
My Commission Expires: