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**BASIC AMENDMENT**

**SUNSHINE FESTIVAL MARKETPLACE INC.**

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# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SUNSHINE FESTIVAL MARKETPLACE INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Sunshine Festival Marketplace Inc. adopts the following Articles of Amendment to its Articles of Incorporation.

## Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article IV: Board of Directors

The name of each member of the Corporation's Board of Directors is:

Iiona Mandelbaum

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## Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted by the Board of Directors.

## Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Sunshine Festival Marketplace Inc.

By: Jessica Vella  
Iiona Mandelbaum

Name: Jessica Vella, Attorney in Fact for Iiona Mandelbaum

Title: Vice President

Date: 8/1/05

Corporate Creations International Inc.  
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