

Division of Corporations

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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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 I. Name:

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Sunshine Festival Marketplace Inc. to Sunshine Flea Market of West Palm Inc.

Article IV. Board of Directors:

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

Hona Mandelbaum
Joanne Rothschild

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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.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(561) 694-8107

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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

Name: Jessica Vella

Title: Vice President

Date: 8/9/05

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