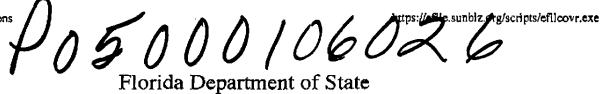
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# BASIC AMENDMENT

SUNSHINE FLEA MARKET OF WEST PALM INC.

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## ARTICLES OF AMENDMENT

FILED

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Article I. Name

The name of this Plorida corporation is Sunshine Flea Market of West Alan in 6F STATE

#### Article II. Amendment

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

## Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

# Article IV. 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.

	ne Flea Market of West Palm Inc.
By: _	N. Pasquier as attorney-in-fact for:
by	N. Pasquier as attorney-in-fact for:
Name:	ILONA MANDELBAUM
Title:	President
Date:	October 7, 2005

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