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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HEALING MINDS, INC.

DOCUMENT NUMBER: P05000119247

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CATHERINE HITE, ESQ.

(Name of Contact Person)

CATHERINE HITE, P.A.

(Firm/ Company)

799 BRICKELL PLAZA, SUITE 700

(Address)

MIAMI, FL 33131

(City/ State and Zip Code)

For further information concerning this matter, please call:

CATHERINE HITE, ESQ.

(Name of Contact Person)

at (305) 373-8100

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
HEALING MINDS, INC.**

Pursuant to the provisions of §607.1006, Florida Statutes, the above referenced Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The date of the filing of the Articles of Incorporation of Healing Minds, Inc. was August 26, 2005 and assigned document number P05000119247.

2. The following Amendment to the Articles of Incorporation were adopted by the Corporation:

CHANGE OF DIRECTORS/OFFICERS

HILDA NORIEGA is hereby deleted as Director of the Corporation.

FELIX PAGES of Healing Minds, Inc., 6971 N. Federal Highway, Ste 304, Boca Raton, FL 33487 shall be the CEO of the Corporation.

CHANGE OF REGISTERED AGENT/REGISTERED OFFICE

Hilda Noriega is hereby deleted as the Registered Agent of the Corporation.

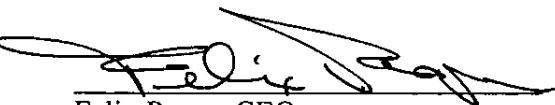
Felix Pages, 6971 N. Federal Highway, Ste 304, Boca Raton, FL 33487, shall be the Registered Agent of the Corporation.

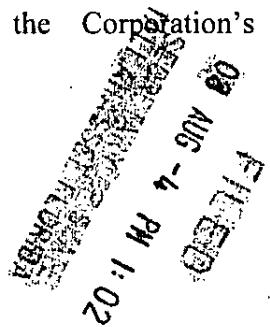
The Amended Articles and each Amendment described herein were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval. The Amendments are hereby adopted and shall be effective as of the date written below.

The Amended Articles were adopted by a majority of the Corporation's Directors/Shareholders.

Executed at Miami, Florida on this 23 day of July, 2008.


Hilda Noriega, Outgoing Director


Felix Pages, CEO


Notary
State of Florida
FELIX PAGES
Notary Public
#N-102