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TR GROUP HOLDINGS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TR GROUP HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The corporation was incorporated on November 14, 2005, under the name "TR GROUP HOLDINGS, INC." (hereinafter referred to as the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is TRAVEL RETAIL GROUP HOLDINGS, INC. (hereinafter called the "Corporation").

3. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of the Articles of Incorporation with the Secretary of State of Florida.
4. These Articles of Amendment to the Articles of Incorporation were duly adopted by written consent of the Sole Director of the Corporation, without shareholder action, and shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 21st day of February, 2006.

By: 
Bernard Klepach, Director

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