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SHOWTIME IN THE SOUTH, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**ARTICLES OF AMENDMENT****TO****ARTICLES OF INCORPORATION****OF****SHOWTIME IN THE SOUTH, INC****(Present name)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment(s) adopted: indicated article number(s) being amended, added or deleted

ARTICLE VI

The board of Directors will be amended as follows:

IVO L. GUERRA
39 BEACOM BLVD
MIAMI, FLORIDA. 33135

PRESIDENT

TATIANE SEDA
39 BEACOM BLVD
MIAMI, FLORIDA. 33135

VICE-PRESIDENT**ARTICLE VII**

Shareholders will be amended as follows:

IVO L. GUERRA
39 BEACOM BLVD
MIAMI, FLORIDA. 33135

85%

TATIANE SEDA
39 BEACOM BLVD
MIAMI, FLORIDA. 33135

15%

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SECOND: If an amended provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 07/26/2007

FOURTH: Adoption of amendment(s) (check one)

 X the amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 the amendment(s) was/were adopted approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

The number of votes cast for the amendment(s) was/were sufficient for approval by

(Voting group)

 The amendment(s) was/were adopted by the board of directors without shareholders action and shareholder action was not required.

 The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26TH day of July of 2007

Signature

x 

IVO L. GUERRA/President


TATIANA SEDA/Vice-President

(By the chairman or Vice Chairman of the board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By a incorporator if adopted by the incorporators)

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