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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CITY COOL CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CITY COOL CORPORATION
P06000102858**

A pursuant provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

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

ARTICLE VII: OFFICERS/DIRECTORS:

THE FOLLOWING NAMES IS BEING DELETED:

FELIX A. PEREZ (SECRETARY/DIRECTOR)

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SECOND: If an amendment 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:

06/28/2007

THIRD: The date of each amendment's adoption: _____

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

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 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 shareholder 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 28 day of JUNE 2007

Signature Redy Chong
(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 an incorporator if adopted by the incorporators)

REDY CHONG

Typed or printed name

PRESIDENT

Title

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