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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

TOP SHELF SHIRT, INC.

MECENED TAPR 24 AN 8: 00 SION OF CORPORATION Certificate of Status 0

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

TOP SHELF SHIRT, INC. P06000110566

(Present Name of Corporation)

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

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

PLEASE CHANGE NAME OF CORPORATION TO: SHIRTS N SHOES, INC.

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:

THIRD: The date of each amendments adoption: 4/23/07

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

A. (Voting group)

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

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

SIGNED THIS DAY APRIL 28, 2007

SIGNATURE:

(By the Chairman or Vice Chairman of the Board of Directors, President, Incorporator, Director, Registered Agent or other officer if adopted by the shareholders.)

Conjuly

TYPED OR PRINTED NAME: JOSE GONZALEZ TITLE:PRESIDENT