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Division of Corporations

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ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF BAY AESTHETICS, INC.

Bay Aesthetics, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article VII in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE VII

The officers and directors of the corporation are:

Name and Address

Offices Held

Gargi Patel
3111 Mossvale Lane
Tampa, FL 33618

President, Secretary, Treasurer and Director

Sharad Patel
3111 Mossvale Lane
Tampa, FL 33618

Vice President, Director

and as appointed shall serve for the ensuing year until the next annual meeting of the shareholders and directors, or until their successors are duly elected and seated."

2. The foregoing amendment shall become effective as of the date of filing with the Florida Department of State, Division of Corporations.

3. The amendment recited in Section 1 above has been duly adopted as of October 2, 2007 in accordance with the provisions of §607.1006, Florida Statutes, the written action to amend the Corporation's Articles of Incorporation having been approved by the holders of all issued and outstanding shares of the Corporation's common stock, representing sufficient votes to authorize such action. The Corporation has no voting groups other than the above referenced common stock shareholders.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 2nd day of October, 2007.

BAY AESTHETICS, INC.

By: /S/ Gargi Patel

Gargi Patel, President

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