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COR AMND/RESTATE/CORRECT OR O/D RESIGN

R & B PHILISTIN ENTERPRISES, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
R & B PHILISTIN ENTERPRISES, INC.**

Pursuant to the provision of section 607-1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:
Article VI, Directors:

The purpose of this amendment is to change the directors of this corporation as follows:

The following director/officer shall be removed:

Ron Philistin	President
	Treasurer

The following directors/officers who shall be added:

Bernadine Philistin	President
	Secretary
Ron Philistin	Vice-President
	Treasurer

SECOND:

The date of the adoption is:

January 16th, 2007

THIRD:

Adoption of Amendment

The amendment was approved by the board of directors, and shareholders. The number of votes cast was sufficient for a majority to approve amendment of the articles of incorporation.

Signed this 16th day of January, 2007

Ron Philistin
President/ Director

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