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2007 MAY -8 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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07 MAY -8 PM 2:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AR
5/8/07

Spiegel & Utrera

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Totally Bare, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOTALLY BARE INC.

FILED
MAY -8 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Laura Cooper
Vice-President:	Sharon Mercadante
Secretary:	Sharon Mercadante
Treasurer:	Laura Cooper

SECOND: Article 5 shall be amended to state:

President:	Laura Cooper
Vice-President:	Helen Cartier
Secretary:	Helen Cartier
Treasurer:	Laura Cooper

whose mailing addresses shall be the same as the mailing address of the Corporation.



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THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Laura Cooper
Helen Cartier

FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Director(s) of the Corporation as:

Laura Cooper
Sharon Mercadante

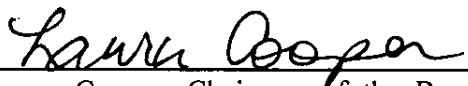
whose mailing addresses shall be the same as the mailing address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 10 April 2007.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 10 April 2007



Laura Cooper, Chairman of the Board of
Directors



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