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SECRETARY OF STATE
AHASSEE, FLORIDI

David M. Gaynes, Esq.

Attorney At Law 4327 South Highway #27 Suite # 404 Clermont, Florida 34711

July 9, 2007

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL. 32314

Document Number: \$\Phi 0700043\delta 5\\
Name of Corporation: Faces Are Us, Inc.

Enclosed is an original and one (1) copy of the articles of amendment and a check for: \$52.50 to cover the filing fee, a certified copy of the articles of amendment, and a certificate of status. Please send the certified copies of the articles of amendment and the certificate of status to the above address. Thank you for your prompt attention to this matter.

Sincerely,

David Gaynes, Esq.

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF FACES ARE US, INC.

2007 JUL 11 PM 12: 21

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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AMENDMENT ADOPTED

ARTICLE 7 INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but never shall be less than one. The name and address of the initial director is:

Arlette Salanon-Rogers 357 Lakebreeze Circle Lake Mary Fl, 32746

The date of each amendment adoption is July 7, 2007.

The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders were sufficient for approval.

Signature:

David Gaynes, Incorporator