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BRIAN'S GIRLS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

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I. Article VI of the Articles of Incorporation of **BRIAN'S GIRLS, INC.** is hereby amended to read:

ARTICLE VI
BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial directors of the Corporation are:

Edward Tam Sing
P.O. Box 75618
91-1040 Lehulehu St.
Kapolei, HI 96707

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the

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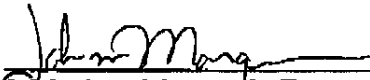
Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 11th day of July, 2007.

The undersigned representative of this corporation has executed these Articles of Amendment this 11th day of July, 2007.


J. Matthew Marquardt, Esq.
Attorney and Authorized Representative

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