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BRAND O' GUITARS, INC.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BRAND O' GUITARS, INC.**

Document number: P07000050264

Pursuant to the provisions of Section 607.1006, Florida Statutes, Brand O' Guitars, Inc., a Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

- 1. Article VII of said Articles of Incorporation presently reads:

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
GINO W GAVONI  
1347 DUNHILL DR  
LONGWOOD, FL 32750 US

Title: VP  
LISA M GAVONI  
1347 DUNHILL DR  
LONGWOOD, FL 32750 US

and shall be amended to read as follows:

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/SEC/DIR  
GINO W GAVONI  
1347 DUNHILL DR  
LONGWOOD, FL 32750 US

Title: VP/TREAS/DIR  
FRANK BERTALLI  
301 INDIGO DR  
DAYTONA BEACH, FL 32114 US

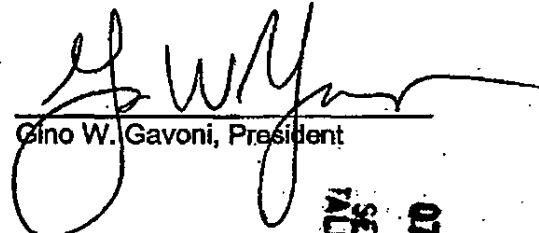
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2. This amendment was unanimously approved by the Shareholders of the Corporation on June 18, 2007.

IN WITNESS WHEREOF, this amendment was executed by Gino W. Gavoni,  
President of BRAND O' GUITARS, INC.



Gino W. Gavoni, President

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