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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WILLIAM DEAN CHOCOLATES, INC.

| Certificate of Status | 0 |
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2007 AUG -3 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORID

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

WILLIAM DEAN CHOCOLATES, INC.

1 Amendment

Article IV of the Articles of Incorporation of William Dean Chocolates, Inc., a Florida corporation, document number: P07000056887, is amended in its entirety to read as follows:

Articles IV

The aggregate number of shares of stock which this corporation has authority to issue is One Million (1,000,000) shares of Common Stock, divided into Seven Hundred Thousand (700,000) shares of Class A Common Stock, and Three Hundred Thousand (300,000) shares of Class B Common Stock. The Class A Common Stock, and the Class B Common Stock have equal rights and privileges, except that, unless otherwise prescribed by law, the Class B Common Stock has no voting rights, and is not entitled to vote on any corporate or shareholder matter submitted to a vote of the shareholders.

Each share of this Corporation's Common Stock outstanding as of the date of filing of these Articles of Amendment with the Florida Secretary of State, shall be automatically converted into and become One Thousand (1,000) shares of this Corporation's Class A Common Stock, as authorized by these Articles of Amendment.

2 Date of Adoption.

The foregoing amendment was adopted by the shareholders on July 30, 2007.

3 Effective Date.

This amendment is effective upon filing with the Florida Secretary of State.

4 Sharcholder Approval.

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

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of July 30, 2007.

William D. Bru of. WILLIAM BROWN

President