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QUEEN OF KING FAMILY VIDEO AND DISCOUNT, INC.

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May 18, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
QUEEN OF KING FAMILY VIDEO AND DISCOUNT, INC.
255 NW 103 STREET
MIAMI, FL 33147

SUBJECT: QUEEN OF KING FAMILY VIDEO AND DISCOUNT, INC.
REF: P08000004757

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re fax the complete document, including the electronic filing cover sheet.

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Tina Roberts
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

FROM : LAZARUS

FAX NO. : 3052201440

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

QUEEN OF KING FAMILY VIDEO AND DISCOUNT, INC.

(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of amendment to its articles of incorporation:

First : Amendment (s) adopted: (indicate article number (s) being amended, added or deleted).

Article VII: BOARD OF DIRECTORS/ OFFICE

This article is being amended by completely removing LEOPOLDO BRYAN and JOLENE BRYAN of any officer or director positions. And by electing GABRIELA MARIA BRODSKY, as the new President, Secretary, and Treasurer.

Article X: SUBSCRIPTION OF CAPITAL STOCK

GABRIELA MARIA BRODSKY will take over all shares of LEOPOLDO BRYAN capital stock a total of 225 shares, and all shares of JOLENE BRYAN capital stock a total of 75 shares.

Capital Stock Summary

GABRIELA MARIA BRODSKY will have a total of 300 shares.

Article XII: REGISTERED OFFICE AND REGISTERED AGENT

This article is being amended by deleting LEOPOLDO BRYAN as resident agent and electing a new registered agent:

**GABRIELA MARIA BRODSKY
2755 NW 103RD STREET
MIAMI, FL. 33147**

(Continued)

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(Continued)

Second: The date of each
Amendment's adoption:

APRIL 1ST, 2009

Third: Adoption of Amendment (s) (check one)

XXXX The amendment (s) was/were adopted by the incorporators
without shareholder action and shareholder action was not
require.

The amendment (s) was/were adopted the board of directors
without shareholder action and shareholder action was not
require.

The amendments(s) was/were approved by the shareholders.
The number of votes cast for the amendment (s) was? were
sufficient for approval.

The amendment (s) was/were approved by the shareholders
through voting groups.

(The following statement must be separately provided for
each voting group entitled to vote separately on the
amendment (s).)

The number of votes cast for the amendment (s) was/were
sufficient for approval

by: Leopoldo J. Bryan

(voting group)

Sign this 1ST day of APRIL 2009

By: Leopoldo J. Bryan

(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders

LEOPOLDO BRYAN

(Typed or print name)

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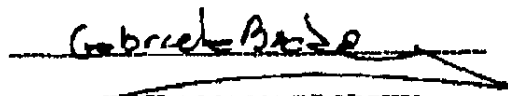
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Having been named as registered agent and to accept service of Process for the above stated corporation at the place designated in the Articles of Incorporation. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the petitions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GABRIELA MARIA BRODSKY
Registered Agent

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