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AMENDMENT TO ARTICLES OF INCORPORATION OF
PRIME 101, INC.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT to Articles of Incorporation of PRIME 101, INC., a Florida corporation, (the "Company") is made as of the 13th day of May 2008, by the undersigned, MYLES CHEFETZ, ROBERT MOONEY and NELSON FOX, the sole stockholders and Directors of the Company ("Stockholder"). The number of votes cast for the Amendment by the Stockholders was unanimous and was sufficient for approval.

WHEREAS, the Articles of Incorporation filed May 12, 2008 with the Secretary of State, State of Florida under Document No. P08000047943, are hereby amended, as follows:

1. Principal Office. The street address of the Principal Office in the United States where records are to be kept or made available under Section 607.0202 of the Act, as well as the Company's mailing address is: 157 Collins Ave., 2nd Floor, Miami Beach, Florida 33139.

2. Officers. The following have been elected as the sole officers and Directors of the Company who shall hold office until their successors shall have been elected and qualified:

MYLES CHEFETZ	157 Collins Ave., 2 nd Floor Miami Beach, Florida 33139	President/Director
NELSON FOX	500 Lakeview Drive Miami Beach, FL 33140	Vice-President/Director
ROBERT MOONEY	2520 Flamingo Drive Miami Beach, FL 33139	Secretary/Treasurer/Director

3. The current registered agent and registered office for the Company are: Jonathan D. Beloff, 1111 Lincoln Road, 4th Floor, Miami Beach, Florida 33139. The said registered office and the registered agent at that address are hereby changed as follows:

Myles Chefetz, 157 Collins Ave., 2nd Floor, Miami Beach, Florida 33139.

4. Acknowledgment and Consent of Registered Agent. Having then appointed the new Registered Agent to accept the service of process of the Company at the registered office designated in this Amendment, I hereby accept such status and consent to act in such capacity and agree to comply with all the requirements of the law pertaining thereto.



MYLES CHEFETZ

5. All of the above Amendments were adopted on May 20, 2008.

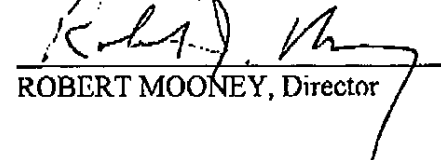
IN WITNESS WHEREOF, we have hereunto set our hands and seals to this Amendment as of the date and year first above written.



MYLES CHEFETZ, Director



NELSON FOX, Director



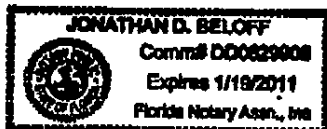
ROBERT MOONEY, Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by MYLES CHEFETZ, NELSON FOX and ROBERT MOONEY. They are personally known to me or who have produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of June, 2008.

My Commission Expires:





Notary Public

JONATHAN D. BELOFF

Typed, printed or stamped name of Notary Public