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NASON YEAGER GERSON WHITE 5614710894

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ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
15 SECONDS OF FAME INC.

AMENDMENT II

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, 15 Seconds of Fame Inc., a Florida corporation (the "Company"), hereby amends its Articles of Incorporation (Document Number P09000021623) as follows:

Article IV is hereby amended in its entirety to read as follows:

"ARTICLE IV

The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is 20,000,000 shares, comprised of:

- (i) 10,000,000 shares of common stock, having a par value of \$0.001 per share; and
- (ii) 10,000,000 shares of Preferred Stock, having a par value of \$0.001 per share, which may be issued from time to time in one or more series. The number of shares, the stated value and dividend rate, if any, of each such series and the preferences and relative, participating and special rights and the qualifications, limitations or restrictions will be fixed in the case of each series by Resolution of the Board of Directors at the time of issuance subject in all cases to the laws of the State of Florida applicable thereto and determined in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act."

The foregoing amendments to the Articles of Incorporation of the Company were unanimously approved and adopted by the directors and sole shareholder of the Company on April 30, 2012 in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned President of the Company, pursuant to the approval and authority given by the directors and sole shareholder, has executed these Articles of Amendment this 30th day of April 2012.


John Bonaccorso, President