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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VPLENISH NUTRITIONALS, INC.  
Document Number P09000036098**

**In Compliance with Chapter 607.1006, F.S.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, VPlenish Nutritionals, Inc., a Florida corporation ("Corporation") hereby adopts the following amendment ("Amendment") to its Amended and Restated Articles of Incorporation, dated June 19, 2009 ("Articles"):

The first paragraph of Article IV (Capital Stock) of the Articles is hereby deleted in its entirety and replaced with the following:


The Aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is Three Hundred Million (300,000,000) shares consisting of (i) Two Hundred and Ninety Million (290,000,000) shares of common stock, par value \$.001 per share (the "Common Stock"); and (ii) Ten Million (10,000,000) shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

This Amendment was adopted as of the 16th day of November, 2010 by the undersigned sole shareholder and sole director of the Corporation and the number of votes cast for this Amendment by the sole shareholder was sufficient for approval.

*[signature page follows]*

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Steven Sponder  
Sole Shareholder, Sole Director and  
President

Articles of Amendment

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