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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SO-COOL USA, CORP.**

Document number of this corporation is: P11000003418

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

FIRST: Amendment adopted: Articles VII.

ARTICLE VII

Board of Directors

The corporation shall have not less one (1) Director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-laws of the corporation.

The names of the director are:

NAME: Tanya León	8670 NW 6 Lane, APT 4-108
TITLE: PRESIDENT	Miami, Florida 33126

NAME: Jorge S. Estupifañán	8670 NW 6 Lane, APT 4-108
TITLE: VICE-PRESIDENT	Miami, Florida 33126

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 7, 2011

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 7th day of November, 2011


Tanya León
PRESIDENT