

P/1000045-703

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ESPADA MODEL MANAGEMENT INC

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ESPADA MODEL MANAGEMENT INC**

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WITNESSETH:

WHEREAS, ESPADA MODEL MANAGEMENT INC ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on May 12, 2011, and assigned document number PH1000045703; and

WHEREAS, one (1) of the founding shareholders, officers and directors of the Corporation has sold his equity interest and has resigned as an Officer and Director of the Corporation; and

WHEREAS, the Corporation desires to amend its Articles of Incorporation to change the structure of the common stock of the Corporation as well as to change Corporation's officers and directors.

NOW THEREFORE, the Corporation's Articles of Incorporation are amended as follows:

Article IV is deleted in its entirety, and inserted in its place shall be:

"The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable."

Article VII is deleted in its entirety, and inserted in its place shall be:

"The Corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the three (3) directors are as follows:

Andrew Spada, IV, Director
1638 Ledgestone Drive
Brandon, Florida 33511

Benjamin Haire, Director
17909 Crawley Road
Keystone, Florida 33556

Alexander Elbanna, Director
4522 W Beachway Drive
Tampa, Florida 33609

Payk Pourzynal shall be removed as a Director of the Corporation

A quorum for the transaction of business shall be a majority of the Directors qualified and acting as Directors of the Corporation, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

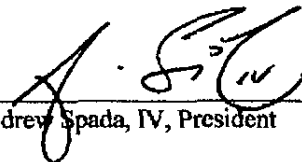
The officers of the Corporation who shall hold office until their successors are elected and qualified are be as follows:

| | |
|-------------------|-----------|
| Andrew Spada, IV | President |
| Alexander Elbanna | Secretary |
| Benjamin Haire | Treasurer |

Payk Pourzynal shall be removed as a Treasurer of the Corporation

This Amendment to the Articles of Incorporation was unanimous adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 4th day of November, 2011. The President of the Corporation was instructed to prepare, sign and file this Amendment with the Secretary of State's office.

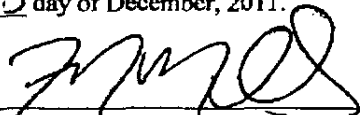
IN WITNESS WHEREOF, the undersigned President of the Corporation have executed these Articles of Amendment this 15th day of December, 2011.



Andrew Spada, IV, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me this 15th day of December, 2011.



NOTARY PUBLIC
State of Florida at Large **Frederick J. Mills**

