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FRANKEN USA CORPORATION

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MAY 31 2012

T. LEMIEUX

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRANKEN USA CORPORATION**

Pursuant to the provisions of section 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: the following Article is being replaced in full:

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred Twenty Five Thousand (125,000) shares of voting common stock with \$1.00 par value per share. All Common Stock shall be identical to each other in every respect and the holders of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

SECOND: This Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

THIRD: The date of each amendment's adoption is May 17, 2012.

FOURTH: The amendments were adopted by the board of directors and shareholders of the Corporation at meetings duly held for that purpose, where a quorum was present and where a number of votes cast was sufficient for approval.

Signed this 17th day of May, 2012.

Signature of Officer of the Corporation:

Name: Arnaldo Franken

Title: Director

Signature of Officer of the Corporation:

Name: Gustavo N. Franken

Title: Director

Prepared by:
Nicholas Stanham, Esq.
Rogers & Stanham, LLP
1000 Brickell Avenue, Suite 400
Miami, Florida 33131

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