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DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE PATCH COLLECTION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01 02
Estimated Charge	\$35.00

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Amend

11.30.05

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF THE PATCH COLLECTION, INC.

WHEREAS, the name of the Corporation is THE PATCH COLLECTION, INC.; and

WHEREAS, the Corporation was incorporated pursuant to the laws of the State of Florida effective March 28, 1994 under the name CLASSIC HEAVEN, INC., and the name of the Corporation was subsequently changed to THE PATCH COLLECTION, INC. through the filing of Articles of Amendment to Articles of Incorporation on September 12, 2005; and

WHEREAS, the undersigned Corporation, by and through its Directors and Shareholders and pursuant to the provisions of Section 607.1006, Florida Statutes, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article III is hereby deleted in its entirety, and the following substituted therefor:

ARTICLE III

The authorized common capital stock of this Corporation shall be divided into two (2) classes as follows:

A. Class A Voting Common. The Corporation is authorized to issue 500 shares of Class A Voting Common Stock having no par value.

B. Class B Non-Voting Common. The Corporation is authorized to issue 49,500 shares of Class B Non-Voting Common Stock having no par value.

Class A Voting Common Stock and Class B Non-Voting Common Stock shall confer identical rights to the holders thereof, except for the difference in voting rights. Holders of Class A Voting Common Stock shall have the right to vote on all matters which may properly come before the Shareholders of the Corporation. Class B Non-Voting Common Stock shall not confer any voting rights on the holders thereof.

2. The above amendment shall be implemented as follows:

As of the date these Articles of Amendment are filed with the Secretary of State (the "Effective Date"), each outstanding share of the common capital stock of Corporation shall be automatically converted into one (1) share of Class A Voting Common Stock and ninety-nine (99) shares of Class B Non-Voting Common Stock. Certificates of common stock currently issued to Shareholders shall represent the Class A Voting Common shares held by the Shareholders, and new certificates shall be issued representing the Class B Non-Voting Common shares.

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3. The date of the foregoing amendment's adoption was
Nov. 28, 2005.

4. The foregoing amendment was adopted by the unanimous written consent of all Directors and all Shareholders of the Corporation.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 28 day of November, 2005.

THE PATCH COLLECTION, INC., a
Florida corporation

By 
TIMOTHY MAHONEY, President

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