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NAME: BELLA PASTA, INC.
AUDIT NUMBER.....H97000014239
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BELLA PASTA, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Secretary of Bella Pasta, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P94000046337, does hereby certify:

First: That pursuant to Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated AUG. 28, 1997, the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article I of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the company is "Power Capital Partnership, Inc."

The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated AUG. 28, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of AUGUST 28, 1997.

Bella Pasta, Inc.

By: J. Holder
John H. Holder, President

Charles B. Pearlman—Fl Bar # 235547
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