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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Recess Pusser's Down Under (Corporation Name) (Document #)

2 (Corporation Name) (Document #)

3 (Corporation Name) (Document #)

4 (Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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DIVISION OF CORPORATIONS

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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PUSSEY'S DOWN UNDER INC.

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Pursuant to the provisions of Section 607.1002(6) and Section 607.1006 of the Florida Business Corporation Act, Pussey's Down Under Inc. (the "Corporation") does hereby adopt the following Articles of Amendment to the Articles of Incorporation of the Corporation.

1. The name of the Corporation is Pussey's Down Under Inc.
2. Article First of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

 "FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is PUSSEY'S INC."
3. The date of adoption of the aforesaid amendment was June 6, 1997.
4. The amendment provided for herein was adopted by the sole director of the Corporation without shareholder action on June 6, 1997.
5. Shareholder action was not required.
6. The undersigned is the sole Director of the Corporation.

Executed on June 6, 1997.

Pussey's Down Under Inc.

By:

Charles S. Tobias

Mr. Charles S. Tobias
Sole Director