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DIVISION OF CORPORATIONS

BASIC AMENDMENT
HAND BRAND DISTRIBUTION INC.

Certificate of Status	0
Certified Copy	1
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Art. of Correction
08/22/02

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ARTICLES OF CORRECTION
TO ARTICLES OF AMENDMENT
OF
HAND BRAND DISTRIBUTION INC.
FILED AUGUST 19, 2002

EFFECTIVE DATE
09/2/02

Pursuant to the provisions of Section 607.0124, Florida Statutes, this corporation hereby files these Articles of Correction to correct the Articles of Amendment to the Articles of Incorporation filed on August 19, 2002.

1. Articles of Amendment to the Articles of Incorporation of Hand Brand Distribution Inc. (the "Corporation") were filed with the Florida Department of State on August 19, 2002 (the "Amendment").

2. The Amendment is incorrect in that it did not indicate in accordance with Section 607.10025(4)(f) that the division of both the issued and outstanding and the authorized shares of common stock would become effective at a specified later date, namely September 2, 2002. The effective date of such Amendment shall be September 2, 2002.

3. Article FIFTH of the Amendment is incorrect in that said Article also indicated an inaccurate effective date of the Amendment.

4. Article FIFTH of the Amendment is hereby corrected to read as follows:

"ARTICLE III
Capital Stock

The aggregate number of authorized shares of common stock of the Corporation shall be 3,125,000 with each share having a par value of \$.001 per share. Each share of common stock issued and outstanding immediately prior to the effective date (September 2, 2002) of the Articles of Amendment which include the foregoing increase in the authorized shares of common stock to 3,125,000 shares shall automatically be reclassified into two (2) shares of common stock on such effective date (September 2, 2002)."

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Correction to be signed by Nicolas Wollner, President of the Corporation, this 21st day of August, 2002.

By: 
Nicolas Wollner
President

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