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BASIC AMENDMENT

JEANNIE'S PLACE, INC.

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1/28/2005

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ARTICLES OF AMENDMENT ALL ARTICLES OF THE

ALL AHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

JEANNIE'S PLACE, INC.

Pursuant to the provisions of section 607.1006, F.S., this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: AMENDMENTS ADOPTED:

ARTICLE I: OFFICERS AND DIRECTORS.

- 1.1- Juan C. Avila, of 4356 West 10th Avenue, Hisleah, Florida 33012 has resigned all his positions in the Corporation and as its Registered Agent.
- 1.2- Leonor Sifredo, of 4356 West 10th Avenue, Hialeah, Florida 33012, has been named President of the Corporation, elected as a Member of its Board of Directors and designated as the Registered Agent of the Corporation.

ARTICLE II: REGISTERED AGENT.

2.1- Leonor Sifredo, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles of Incorporation, is familiar with the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes, accepts the appointment and agrees to act in this capacity, further agreeing to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a Registered Agent.

Leonor Sifreda

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SECOND: DATE OF ADOPTION:

These Articles of Amendment were adopted on January 28th, 2005.

THIRD: ADOPTION OF AMENDMENT:

These Articles of Amendment were adopted by the shareholders. The numbers of votes cast for adoption was sufficient for approval.

Signed this 28th day of January, 2005, AD.

Signature: Spain Signature: Sour Sifreso