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DIVISION OF CORPORATIONS

SALLY N. SAWH PA

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BASIC AMENDMENT

SPI PRODUCTS, INC.

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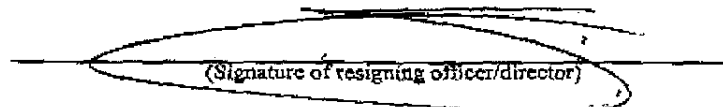
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OFFICER / DIRECTOR RESIGNATION

I, Gabriel Dickstein, hereby resign as President
(Title)of SPI Products, Inc.
(Name of Corporation)a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

Gabriel Dickstein

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