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Corporate Records Bureau
Division of Corporations
Department of State
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August 3, 1998

Lior Leser
Wacky World, Inc.
5001 Collins Ave. #15F
Miami Beach, FL 33140

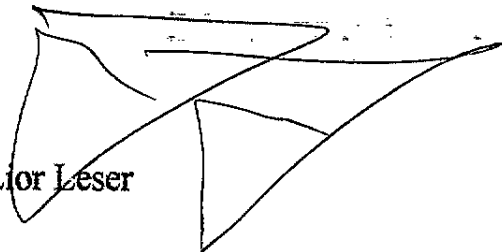
SUBJECT: Amendment to Articles of Incorporation of Wacky World, Inc.

Enclosed is an original and one (1) copy of the Amendment to Articles of Incorporation of Wacky World, Inc. and a check for: \$87.50 for a filing fee and a certified copy of the amendment.

FROM: Lior Leser
Wacky World, Inc.
5001 Collins Ave. #15F
Miami Beach, FL 33140
305-865-8005

FILED
98 AUG -5 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


Lior Leser

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RAB
8-7

**AMENDMENT TO ARTICLES OF INCORPORATION OF
WACKY WORLD, INC., A FLORIDA CORPORATION**

The following is an amendment to the Articles of Incorporation of Wacky World, Inc.

1. Article III of the Articles of Incorporation is hereby amended to read as follows:

This Corporation shall have two (2) classes of stock. The Corporation shall be authorized to issue 1,000 shares of voting stock at a par value of \$.01 per share and 1,000.00 shares of non-voting stock at a par value of \$.01 per share. Both classes of stock shall be entitled to receive the net assets of the Corporation upon the dissolution of the Corporation and shall be entitled to equally share in distributions from the Corporation.

2. This amendment was adopted unanimously by the Board of Directors and Shareholders of the corporation on the 30 day of July, 1998.

WACKY WORLD, INC.

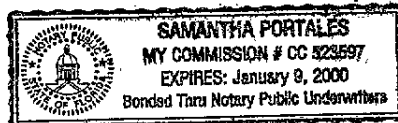
By [Signature]
TIVA LESER, President

Attest: [Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 30 day of July, 1998 by TIVA LESER who is personally known to me or who produced A FL DRIVER LICENSE as identification and LIOR LESER who is personally known to me or who produced A FL DRIVERS LICENSE as identification, as the President and Secretary of **WACKY WORLD, INC.**

[Signature]
Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA