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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CAMERA SHY, INC.

AUDIT NUMBER.....H98000012303

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
7/9/98
DC

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

CAMERA SHY, INC.
1000 SOUTH MILITARY TRAIL
WEST PAM BEACH, FL 33415

SUBJECT: CAMERA SHY, INC.
REF: P98000053663

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000012303
Letter Number: 798A00035972

DIVISION OF CORPORATIONS

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498000012303
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CAMERA SHY, INC.

FILED
JUL -8 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendment to Article VIII of the Articles of Incorporation of Camera Shy, Inc. was adopted by the Board of Directors of the corporation on June 29, 1998, in the manner prescribed by Florida Statutes:

ARTICLE VIII - DIRECTORS ...

The names of the directors of this corporation and their street address is:

Katrina Lulgjuraj
2060 Tenbroeck Avenue, Bronx, New York 10461

Tina Bergen
1000 S. Military Trail, Suite F, West Palm Beach, FL 33415

The persons named as directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

SECOND: The amendment to the Articles of Incorporation was adopted by the Board of Directors without Shareholder action, as Shareholder approval was not required under Chapter 607.1002, Fla. Stat.

IN WITNESS WHEREOF, the undersigned, as the Director, has executed the foregoing Amendment to the Articles of Incorporation as of the 30 day of June, 1998.

Katrina Lulgjuraj
KATRINA LULGJURAJ
Director of the Corporation

STATE OF NEW YORK
COUNTY OF Bronx

BEFORE ME, a Notary Public, personally appeared KATRINA LULGJURAJ, as Director of Camera Shy, Inc., to me known to be the person described as Director

Prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar. No. 9000974
4100 S. Dixie Highway, Suite C, West Palm Beach, FL 33405
(561) 655-9400

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who executed the foregoing Articles of Amendment of the Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Palm Beach, Florida this 30 day of June, 1998.

My commission expires:

Vincent Piazza
NOTARY PUBLIC, STATE OF NEW YORK

Seal

VINCENT PIAZZA
Print Notary Public's name

VINCENT PIAZZA
Notary Public, State of New York
NO. 60-3095160
Qualified in Westchester County
Commission Expires March 31, 1999

H98000012303