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February 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DAYTONABRANDS, INC.
232 E. FERN DR
ORANGE CITY, FL 32763US

SUBJECT: DAYTONABRANDS, INC.
REF: P98000053858

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

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Annette Ramsey
Regulatory Specialist II

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

DAYTONABRANDS, INC.

(Under Section 607.1006 of the Florida Statutes)

The undersigned, being the President of DAYTONABRANDS, INC., a Florida profit corporation (the "**Corporation**"), adopts the following amendment to the Articles of Incorporation of the Corporation:

1. The name of the Corporation is DAYTONABRANDS, INC.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE III

The total number of shares which this corporation shall have the authority to issue shall be 110,000,000 100,000,000 of which shall be designated as common stock, par value \$0.001 per share ("**Common Stock**"), and 10,000,000 of which shall be designated as preferred stock, par value \$0.001 per share ("**Preferred Stock**").

The Preferred Stock may issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issuance duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series."

3. The effective date of this Amendment shall be the date on which these Articles of Amendment are accepted for filing and filed by the Department of State of the State of Florida.

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4. These Articles of Amendment were approved by the each of the Board of Directors and shareholders of the Corporation on February 12, 2008. The number of shares which approved these Articles of Amendment was sufficient for approval under Section 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 13th day of February, 2008.



Scott Harkness, President