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Amend
4-4-08

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

DAYTONABRANDS, INC.

(Under Section 10025(4) of the Florida Statutes)

The undersigned, being the President of DAYTONABRANDS, Inc., a Florida 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. Effective April 30, 2008, or such later date that the Corporation shall receive approval from the National Association of Securities Dealers, Inc. (the "Effective Date"), all of the Corporation's issued and outstanding shares of common stock shall be consolidated (the "Consolidation") on the basis of one post-consolidation share of common stock for every 20 pre-consolidation shares of common stock outstanding on the Effective Date (the "New Common Stock"). Any fractional shares resulting from such consolidation of the Corporation's shares will be rounded up to the nearest share of the New Common Stock.
3. The Consolidation was adopted by resolution of the Board of Directors on March 28, 2008.
4. The amendment of the Articles of Incorporation of the Corporation will not adversely affect the rights or preferences of the holders of outstanding share of any class or series of capital stock of the Corporation.
5. The Consolidation was approved by the shareholders of the Corporation on March 28, 2008. The number of shares which approved the Consolidation 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 1 day of April, 2008.



Scott Harkness, President

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