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T. Roberts FEB 09 2009

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**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 immediately upon the filing hereof, the Articles of Amendment to the Corporation's Articles of Incorporation filed on April 2, 2008 (the "April Amendment") are hereby redacted and declared null, void and of no force or effect.
3. Effective upon the filing hereof, 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 such date (the "New Common Stock"). No fractional shares resulting from the consolidation of the Corporation's shares will be issued and each shareholder entitled to receive a fractional share of New Common Stock as a result of the consolidation shall receive the value of such fractional share in cash in lieu of such fractional share.
4. The redaction of the April Amendment and the Consolidation were adopted by resolution of the Board of Directors on February 1, 2009.
5. The amendment of the Articles of Incorporation of the Corporation is necessary to assure that all the rights and preferences of each holder of outstanding shares of all classes and series will not be adversely affected and the amendment will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of capital stock of the Corporation.
6. The Consolidation was approved by the shareholders of the Corporation on February 1, 2009. The number of shares which approved the redaction of the April Amendment and 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 4th day of February, 2009.



Scott Harkness, President