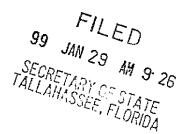
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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SALSA DANCERS STUDIO, INC.



Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendments adopted:

ARTICLE V: The new principal office and mailing address of this

corporation is as follows:

2255 SW 32nd Avenue Suites 206-207 Miami, FL 33145

ARTICLE VIII: The name and address of the new officer and board

of directors of this corporation is as follows:

Manuel A. Varela

Director/President/Secretary/Treasurer

2255 SW 32nd Avenue

Suites 206-207

Miami, Florida 33145

SECOND:

The date of the amendment's adoption: January 26th, 1999.

THIRD:

Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes

cast for the amendment was sufficient for approval.

Signed this 26th day of January, 1999.

**D**v.

Manuel A. Varela Director/President

Date: January 26th, 1999