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BRANDSMART USA OF SOUTH DADE, INC.

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Amended

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Fax Audit #H090000077803

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

BRANDSMART USA OF SOUTH DADE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII of the Articles of Incorporation of BRANDSMART USA OF SOUTH DADE, INC. is hereby amended as hereinafter provided. The Corporation is filing these Articles of Amendment to its Articles of Incorporation pursuant to Florida Statute Section 607.1006.

1. Article VII of the Articles of Incorporation of BRANDSMART USA OF SOUTH DADE, INC. is hereby amended in its entirety to read as follows:

"ARTICLE VII. CAPITAL STOCK

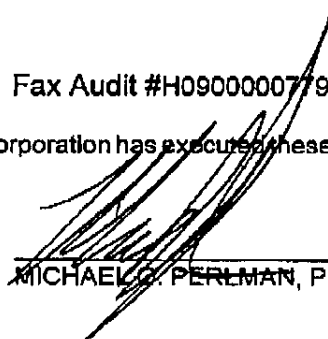
This Corporation is authorized to issue 10 shares of voting common stock (Class "A") having a par value of \$1.00 per share and 990 shares of nonvoting common stock (Class "B") having a par value of \$1.00 per share. Both classes of stock shall be equal in all aspects with the exception of voting rights; it being understood that the holders of the Class "A" shares shall be entitled to vote on all matters affecting the Corporation and the holders of the Class "B" shares shall have no vote with respect to matters affecting the Corporation. The Capital Stock of this Corporation existing prior to the effective date of this Amendment shall be recapitalized so that for each share of common stock, \$1.00 par value, existing prior to the effective date of this Amendment, .01 share of Class "A" voting common stock having a par value of \$1.00 per share and .99 shares of Class "B" nonvoting common stock having a par value of \$1.00 per share shall be issued in exchange therefor."

2. The foregoing Amendment to the Articles of Incorporation of BRANDSMART USA OF SOUTH DADE, INC. was unanimously adopted by all of the Shareholders of this Corporation on January 5, 2009, after recommendation and approval of same by the unanimous vote of the Board of Directors of this Corporation on the same date. All Shareholders of the Corporation were entitled to vote on the aforesaid Amendment and all of those shares voting approved the Amendment. The number of votes cast for the Amendment by the Shareholders was sufficient for approval of the Amendment.

This document was prepared by:
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IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment, this 5th day of January, 2009.



MICHAEL G. PERLMAN, President