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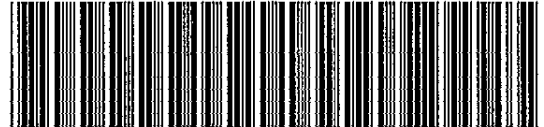
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend 11-18-02
43.75
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MODELS NXS, INC.

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

FIRST: Amendment adopted: Article Six is being amended to elect Andrew Fishman the sole director and stockholder pursuant to sales contract executed on October 1, 2002, in West Palm Beach, Florida.

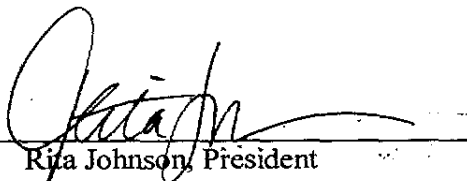
SECOND: The date of each amendment's adoption: October 1, 2002

THIRD: Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 15 day of Oct, 2002.

Signature


Rita Johnson, President

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