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May 17, 2001

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

RE: OLEM SHOE, CORP.

Ladies and Gentlemen:

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-05/29/01--01165--007
*****35.00 *****35.00

Enclosed, please find the following:

1. ARTICLES OF AMENDMENT OF *OLEM SHOE, CORP.*;
2. Check in the amount of $ 35 for the filing fee; and
3. Copy of AMENDMENT.... to be stamped and returned in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact my office. Your time and prompt attention to this matter is greatly appreciated.

Sincerely,

Paul Labiner /dcs

Paul S. Labiner, Esquire

dcs
Enclosures

cc: Isaac Olemberg

FILED
01 MAY 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

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FILED
01 MAY 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
OLEM SHOE, CORP.

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:

1. The date of incorporation of the corporation: March 27, 1964

2. The name of the corporation: OLEM SHOE, CORP.

3. Amendments adopted are as follows:

   Article V
   Capital Stock:
   There shall be 100 shares of outstanding shares of the Corporation, of which, 97 shares shall be nonvoting and 3 shares shall be voting shares of common stock.

   Redemption of Previously issued Shares:
   All shares of the Corporation, previously issued shall be redeemed and new shares issued to the respective shareholders.

4. The date of the adoption of each amendment was: January 2, 2001

5. The amendments were adopted by unanimous approval of the BOARD OF DIRECTORS at a Special Meeting held on January 2, 2001 without shareholder action and shareholder action was not required.

6. These amendments will be effective upon filing.

The manner of the adoption of the articles of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of Florida law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 31 day of January, 2001

Isaac Olemberg
ISAAC OLEMBERG, Director

Nieves Olemberg
NIEVES OLEMBERG, Secretary/Director