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DIVISION OF CORPORATIONS

BASIC AMENDMENT

S. DANOFF U.S.A. LIMITED, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND
RC 12-18

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AMENDMENT TO ARTICLES OF INCORPORATION
OF
S. DANOFF U.S.A. LIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of S. DANOFF U.S.A. LIMITED, INC. is hereby amended in its entirety to read as follows:

"ARTICLE III

The capital stock of the Corporation shall be comprised of two classes, namely Class A Common Stock and Class B Common Stock. The rights, privileges, preferences, and other characteristics of each class shall be identical, except that the Class B Common Stock shall be nonvoting on all matters.


The Corporation shall have authority to issue 1,000 shares of Class A Common Stock and 9,000 shares of Class B Common Stock, and the par value of each share of stock of both classes shall be \$0.10."

2. Upon the filing of this amendment and the acceptance thereof by the Secretary of State of the State of Florida, all presently issued common stock of the Corporation shall be cancelled, and each stockholder shall receive 10 shares of Class A Common Stock and 90 shares of Class B Common Stock for each share of common stock of the Corporation that is so cancelled.

The foregoing amendment was adopted by the unanimous approval of the Shareholders of this Corporation on December 11, 1998, pursuant to Florida Statutes Section 607.1003(6) and the Articles of Incorporation, which unanimous adoption was sufficient for approval under Florida law by all voting groups.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 11 day of December, 1998.


MICHELLE DANOFF MERLIN, President


ZITA DANOFF, Secretary

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