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February 19, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/24/97--01063--005
*****35.00 *****35.00

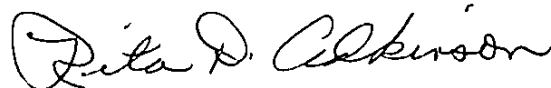
Re: Amendment of Articles of Incorporation of Michael Arak, Designer, Inc.
Our File No. 0214-97005

Gentlemen:

Enclosed is an Article of Amendment to the Articles of Incorporation together with a check payable to your order in the amount of \$35.00.

Please call our office should you have any questions.

Sincerely,



Rita D. Adkinson
Legal Secretary

Enclosures

cc Jay Koenigsberg, Esq.

SH 2/26
NC

FILED
97 FEB 24 AM 10:42
TALLAHASSEE, FLORIDA

**ARTICLE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MICHAEL ARAK, DESIGNER, INC.**

FILED
97 FEB 26 AM 10:42
TALLAHASSEE, FLORIDA

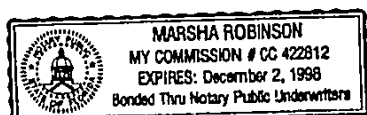
Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is MICHAEL ARAK, DESIGNER, INC.
2. Article 1 of the Articles of Incorporation is hereby amended to read as follows:


The name of the corporation is ARAK DESIGN INC.

3. The foregoing amendment was adopted by the stockholders of the Corporation on January 27, 1997, by a sufficient number of votes of shareholders in each voting group necessary for approval, in accordance with the applicable provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 27th Day of January, 1997.



STATE OF FLORIDA)
) SS
COUNTY OF DADE)


MICHAEL ARAK, Director
President

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day of January, 1997 by Michael Arak as director of Michael Arak, Designer, Inc., a Florida corporation. He is personally known to me or produced _____ as identification.


Notary Public, State of Florida

My Commission Expires: 12/2/98