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ROSENFELD & STEIN, P. A.
ATTORNEYS AT LAW
18260 NORTHEAST 19th AVE. #202
NORTH MIAMI BEACH, FLORIDA 33162
(305) 940-8080

MESSAGE

REPLY

TO Division of Corporations
BOX 6327

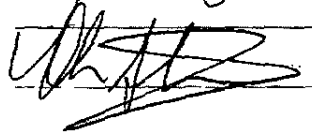
DATE _____

Tallahassee FL 32314

DATE 9/12/03 Ref guardianship LLC.
sentences

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Enclosed is an Amendment
to the articles and change
of R/A. please send
me the letter of
acknowledgment
that you



BY Allan Stein

SIGNED _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

GUARDWEAR L.L.C.

(Present Name)
(A Florida Limited Liability Company)

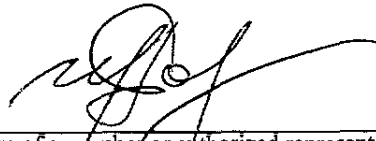
FIRST: The date of filing of the articles of organization was 2/18/2003

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

① ZAKIR OMAROU IS TERMINATED AS
A MANAGER IN THIS COMPANY.

② ZAKIR OMAROU IS TERMINATED
AS REGISTERED AGENT OF THIS COMPANY.
ALLAN STEIN ESQ. IS SUBSTITUTED AS R/A.

Dated September 12, 2003.



Signature of a member or authorized representative of a member
x Ivette Golodner ~~Manager~~

Typed or printed name of signee

Filing Fee: \$25.00

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: GUARDWEAR LLC
2. The mailing address of the limited liability company is : 2032 NE 155 ST
NMB FL 33162.
- 2/18/2003 3. Date of filing/registration in Florida
- LO3000005926 4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

ZAKIR OMAROV
Name
2032 NE 155 ST
Address
NMB FL 33162.
City, State and Zip

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6. The name and address of the new registered agent and/or office:

Allan STEIN, esq.
Name
18260 NE 19 AVE #202
Florida street address (P.O. Box NOT acceptable)
NMB FL 33162
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature]
(Signature of a member or authorized representative of a member)

Iretta Golovneva, Manager
(Printed or typed name of signee)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature] 9/12/03
(Signature of Registered Agent)

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