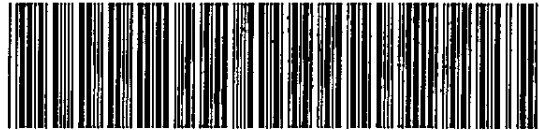


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TELEPHONE (305) 536-6171
TELEFAX (305) 536-6604
eelpa@earthlink.net
SUDNE...
DALLAS... FLORIDA

July 1, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Certificate of Amendment to the Articles of Organization of 2829, LLC

Dear Ladies or Gentlemen:

I am enclosing herewith two original Certificates of Amendment to the Articles of Organization of 2829, LLC, together with my firm check in the amount of \$55.00 for the filing fee and one certified copy of the Certificate of Amendment. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,



EDWARD E. LEVINSON

EEL/dlm

Enclosures

cc: Charles J. Goldman
Mr. Marlo Courtney
Ignacio E. Arango, Esq.
(with copy of amendment)

gendocs\corp\amendment.lts

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
2829, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The Name of this Florida limited liability company is:

2829, LLC

**ARTICLE II, DATE OF ARTICLES OF ORGANIZATION
AND AMENDMENTS THERETO**

The Company's Articles of Organization was filed on April 27, 2004.

ARTICLE III, AMENDMENT

The Amended and Restated Articles or Organization are amended as follows:

The name of the limited liability company is changed to:

FASHION TWO, LLC.

The undersigned executed this document on the date shown below.

2829, LLC



By: _____

CHARLES J. GOLDMAN, Managing Member

DATED: June 30th, 2004