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Florida Department of State

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BASIC AMENDMENT

FACEWORKS ENTERPRISES, INC.

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**ARTICLES OF AMENDMENT
OF
FACEWORKS ENTERPRISES, INC.**

1. The name of the Corporation is FACEWORKS ENTERPRISES, INC. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is FACEWORKS, INC., and the street address of the principal office of the Corporation is 1314 East Las Olas Boulevard, #1099, Fort Lauderdale, Florida 33301.

3. The foregoing amendment was unanimously adopted by all of the Directors and all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on August 23, 2001, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 14th day of September 2001.


MORGAN DANCER, President

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