

P00000089224

LOOKS ON ME, INC.
2851 NE 183rd Street, #417
Aventura, FL 33160-2137
Telephone: 305-933-2070
Fax: 305-933-0020

June 4, 2001

Division of Corporations
P. O. Box 6327
Tallahassee, FL 31314

400004397734--7
-06/11/01--01118--012
*****35.00 *****35.00

RE: Certificate of Amendment to Articles of Incorporation of Looks On Me, Inc.
#P00000089224

Dear Sir,

Enclosed to be filed is an original and one copy of the above Certificate of Amendment. Also enclosed is a check for \$35.00

Thank you,

Starlett Kline
Starlett Kline
Secretary

Cc: file

FILED
01 JUN 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 19 2001

Amend

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LOOKS ON ME, INC.**
A Florida Corporation

FILED
01 JUN 11 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies as follows:

ONE: That they are the President and Secretary, respectively of Looks of Me, Inc., a Florida Corporation.

TWO: That at a meeting of the Shareholders and the Board of Directors of the Corporation, held on May 7, 2001, the Corporation resolved to amend Article III of its Articles of Incorporation, as follows:

RESOLVED, that the Corporation amend its Articles of Incorporation, Article III as follows:

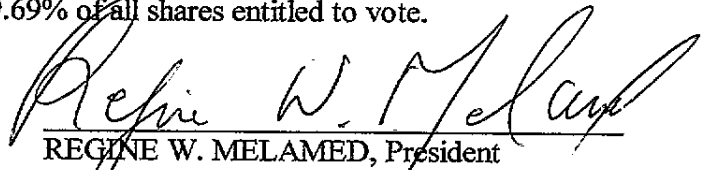
ARTICLE III CAPITOL STOCK

“The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 40,000 shares voting at \$.10 par and 500,000,000 common non-voting shares at \$.10 par.”

THREE: This amendment was approved by the required vote of shareholders in accordance with the corporation laws of the state of Florida. The total number of outstanding shares of each class entitled to vote for the amendment is twenty six million thirty three thousand five hundred (26,033,500) shares. The number of shares of each class

voting for the amendment equaled or exceeded the vote required, that being fifty (50%) percent. The amendment was approved by a vote of fifteen million, five hundred forty thousand (15,540,000) shares equaling 59.69% of all shares entitled to vote.

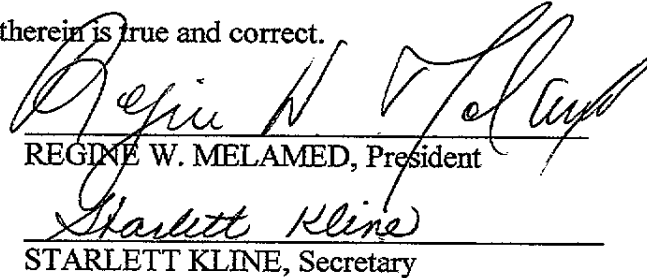

Dated: May 7, 2001


REGINE W. MELAMED, President

Dated: May 7, 2001


STARLETT KLINE, Secretary

We the undersigned, hereby declare, under penalty of perjury, in accordance with the laws of the State of Florida, that we are the President and Secretary of the above referenced corporation, that we executed the above reference Certificate of Amendment to Articles of Incorporation, that we have personal knowledge of the information contained therein, and that the information contained therein is true and correct.


REGINE W. MELAMED, President

STARLETT KLINE, Secretary