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BASIC AMENDMENT**ROMIKA USA, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 2002

ROMIKA USA, INC.
8730 NW 36 AVE
MIAMI, FL 33147

SUBJECT: ROMIKA USA, INC.
REF: P01000003607

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown
Corporate Specialist

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**ARTICLES OF AMENDMENT
FOR
ROMIKA USA, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment:

FIRST: The name of the corporation is Romika USA, Inc. (formerly Romika Merger Corp.).

SECOND: • The undersigned corporation is the surviving corporation of a merger effected pursuant to the Act, in which Romika USA, Inc., a California corporation, was merged into the undersigned corporation. Articles of Merger for such merger, with the Agreement and Plan of Merger attached as Exhibit A thereto (the "Plan of Merger"), were duly executed and filed with the Florida Department of State on January 10, 2001 (reference Letter No. 301A00013636).

THIRD: Clause three of the Plan of Merger contained certain errors which the undersigned corporation, as the surviving corporation from such merger, desires to correct pursuant to the Articles of Amendment:

As so corrected and amended, clause three of the Plan of Merger shall read as follows:

3. Capital Stock. Immediately prior to the Effective Date, each share of Common Stock of RMC issued and outstanding shall be canceled and cease to exist without consideration being payable therefor. In addition, the Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into 0.1 fully paid and non-assessable shares of Common Stock of RMC.

FOURTH: The foregoing corrections and amendments were approved by the Board of Directors and the shareholders of the undersigned corporation by a written unanimous consent dated effective February 28, 2002. In addition, the former shareholders of Romika USA, Inc. have executed a unanimous written consent approving such corrections and amendments.

03/26/2002

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IN WITNESS WHEREOF, these Articles of Amendment have been executed as
of the 28 day of February, 2002.

ROMIKA USA, INC.,
a Florida corporation

By: 

~~Deepak Deshpande~~
President

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EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated November 14, 2000, between ROMIKA USA, INC., a California corporation, which is qualified to do business in the State of Florida (the "Non-Surviving Corporation") and ROMIKA MERGER CORP., a Florida corporation (the "Surviving Corporation" or "RMC").

The Non-Surviving Corporation and RMC desire to effect the statutory merger of the Non-Surviving Corporation with and into RMC, with RMC to survive such merger.

1. **Constituent Corporations.** The Non-Surviving Corporation and RMC shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into RMC.

2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into RMC, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, RMC shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, each share of Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into one fully paid and non-assessable share of Common Stock of RMC.

4. **Articles of Incorporation.** The Articles of Incorporation of RMC as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida; provided however, that Article I of the Articles of Incorporation is hereby amended and restated in its entirety, as of the Effective Date to read as follows: "The name of the Corporation is ROMIKA USA, INC. (hereinafter called the "Corporation")."

5. **Bylaws.** The Bylaws of RMC as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of RMC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of

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their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and RMC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

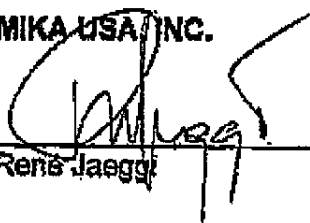
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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

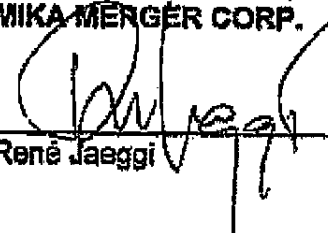
ROMIKA USA, INC.

By


René Jaeggi

ROMIKA MERGER CORP.

By


René Jaeggi

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