

Division of Corporations

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BASIC AMENDMENT
ROMIKA USA, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

ROMIKA USA, INC.

H020 00054330

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The current name of the corporation is ROMIKA USA, INC. (formerly Romika Merger Corp.) (the "Corporation"), document number P01000003607 filed on January 10, 2001.
2. The Amendment to the Articles of Incorporation set forth below was adopted by written consent of the Board of Directors and the shareholders of the Corporation effective as of February 28, 2002, following approval by written consent of all of the Directors of the Corporation effective as of February 28, 2002, in the manner prescribed by §607.1003 of the Florida Business Corporation Act.
3. Article III of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE III

This Corporation shall have the authority to issue One Million (1,000,000) shares of Common Stock having a par value of \$0.01 per share.

All of the shares of Common Stock of the Corporation issued and outstanding immediately following the time these Articles of Amendment to the Articles of Incorporation become effective shall be and are by this means automatically reclassified and changed (without further act) into fully paid and nonassessable shares of Common Stock, the number of which shall equal the number of shares obtained by multiplying (1) the total number of shares of Common Stock issued and outstanding immediately following the time these Articles of Amendment to the Articles of Incorporation become effective by (2) ten. This shall constitute a ten for one stock split.

The designations and the powers, preferences, rights, qualifications, limitations, and restrictions of the Common Stock shall not be affected by the foregoing.

4. Article V of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

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ARTICLE V

The street address of the Corporation's registered office is Post Office Box 38413, 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301 and the name of its registered agent at such office is CorpDirect Agents, Inc.

5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

6. These Articles of Amendment to Articles of Incorporation of the Corporation shall be effective upon filing with the Secretary of state of the State of Florida.

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IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of Romika USA, Inc., effective as of the 28 day of February, 2002.

ROMIKA USA, INC.
a Florida corporation

By: Deepak Deshpande
Deepak Deshpande
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ROMIKA USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS, INC.

Dan Wolfe
as Agent for the Registered Agent
Dated: February 28, 2002

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