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September 13, 2001

Secretary of State
Division of Corporation
Amendment Section
P.O. Box 6327
Tallahassee, Fl. 32314

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-09/17/01--01071--001
*****35.00 *****35.00

Re: Change of Name of Corporation

Gentlemen:

Enclosed herein please find the following documents:

1. Certificate of Amendment of Certificate of Incorporation of Sharadon, Inc. duly executed by its President, Vice-President and Secretary.

2. Certified copy of corporate resolution.

3. Check in the amount of \$ 35.00 made payable to Secretary of State in payment of the filing fee.

Kindly process these documents at your earliest convenience and forward a proof of change of name to the undersigned at your earliest convenience.

We thank you for your cooperation in this matter. As always, should you have any questions, please do not hesitate to contact the undersigned accordingly. I remain,

Very Truly Yours,
MANELLA & KLAPHOLZ
JOSEPH P. KLAPHOLZ

JPK/dml
Enc.

FILED
01 SEP 17 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nk
I LEADS SEP 20 2001

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
of
SHARADON, INC.

FILED
01 SEP 17 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is SHARADON, INC. with the effective date of September 13, 2001.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

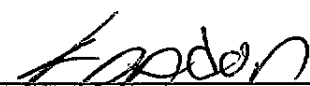
ARTICLE I

NAME OF COMPANY

The name of this corporation shall be GALLERIA II, INC.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Chapter 607.1006 of The Florida Business Corporation Act and Florida State Law by unanimous consent of all directors and shareholders.

Signed and effective on this 13. day of September, 2001.



ELI DADON, President/Vice President
and Secretary

CERTIFIED COPY OF CORPORATE RESOLUTION OF

SHARADON, INC.

I, ELI DADON, do hereby certify that I am the duly elected Secretary of Sharadon, Inc., a Florida Corporation, and hereby certify unto whom it may concern and unto whom in particular, as follows:

1. That Sharadon, Inc., a Florida Corporation, hereinafter referred to as "Corporation" is an active corporation and I am its Secretary.

2. That by Written Consent of Stockholders and Directors in Lieu of Special Meeting in accordance with the laws of the State of Florida, dated the 13th day of September, 2001, the following resolutions were unanimously adopted by the Board of Directors and Stockholders of the Corporation, to wit:

BE IT RESOLVED, by the Board of Directors and Stockholders of Sharadon, Inc., a Florida Corporation, as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be and they are hereby amended to change Article I to read as follows:

ARTICLE I

NAME OF COMPANY

The name of this corporation shall be GALLERIA II, INC.

RESOLVED, that this Corporation hereby authorizes its President and Secretary, Eli Dadon, to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolutions into effect.

3. That the resolutions above quoted were duly and regularly adopted by a Written Consent of Shareholders and Directors in Lieu of special Meeting, in accordance with the By-Laws of the Corporation, Florida State Law and The Florida Business Corporation Act, and the Directors and Stockholders of the Corporation have the full power and authority to bind the Corporation pursuant thereto.

4. That the said resolutions are outstanding and in full force and effect and have not been modified or amended in any particular.

I have hereunto set my hand and seal as Secretary of Sharadon, Inc., a Florida Corporation, and affixed the corporate seal hereto, all of which has been duly done at Hollywood, BROWARD County, Florida, this 13th day of September, 2001.



ELI DADON
President/Vice-President and
Secretary of Corporation

[seal]