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July 29, 1999

Secretary of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, Florida 32314

700002959177--6  
-08/13/99-01060-006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: ERPE, INC.  
CHANGE OF NAME TO BLACK COSMETICS, INC.

Ladies and Gentlemen:

Enclosed you will find the following:

1. Original and one executed copy of Articles of Amendment to the Articles of Incorporation of ERPE, INC..
2. Check in the amount of \$35.00 for the filing fee.

Kindly change the Corporate Name to BLACK COSMETICS, INC. Should you have any questions, please feel free to contact me regarding same.

Very truly yours,

  
Andrew Ives, Esq.  
GENET, CRISCUOLO & MILGRIM, P.A.

ENCLOSURES

N/C

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V. SHEPARD AUG 23 1999

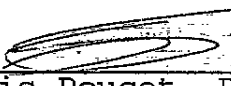
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ERPE, INC.

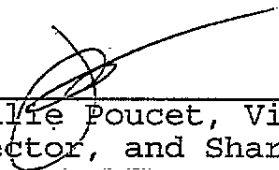
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

- First: Article One is amended such that the new name of the Corporation will be BLACK COSMETICS, INC.
- Second: All outstanding or issued shares in ERPE, INC. shall be exchanged and converted into an equal share of BLACK COSMETICS, INC.
- Third: This Amendment shall be effective immediately.
- Fourth: This Amendment was unanimously approved by the Directors and Shareholders of ERPE, INC. on July 29, 1999.

Signed this 29 day of July, 1999.

  
\_\_\_\_\_  
Francois Poucet, President,  
Treasurer, and Secretary  
Director, and Shareholder

  
\_\_\_\_\_  
Natalie Poucet, Vice-President  
Director, and Shareholder