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ACME MERCHANDISE (MIAMI) CORPORATION
1688 NW 82ND AVENUE
MIAMI, FLORIDA 33126

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 19, 2001

Corporate Records
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

Gentlemen:

Enclosed are two copies of the Articles of Amendment of Acme Merchandise (Miami) Corporation along with a check in the amount of thirty five dollars (\$35.00).

Please process the amendments at your earliest convenience.

Sincerely,

Sukmuy Chang

Suk Muy Chang, Secretary

*Amend
3-30-01
PMS*

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*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACME MERCHANDISE (MIAMI) CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 1688 NW 82nd Avenue, Miami, Florida 33126 and the registered agent of this Corporation at such office shall be Suk Muy Chang.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall be less than one nor more than 15. The names and addresses of the directors are:

Jean Chen, President
1688 NW 82nd Avenue
Miami, FL 33126


Suk Muy Chang, Secretary
1688 NW 82nd Avenue
Miami, FL 33126

SECOND: The date of the amendments is March 19, 2001.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 19th day of March, 2001.

Acme Merchandise (Miami) Corporation



Suk Muy Chang, Secretary

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the new registered agent / registered office, in the State of Florida.

1. The name of the corporation is Acme Merchandise (Miami) Corporation.
2. The name and address of the registered agent and office are:

Suk Muy Chang
1688 NW 82nd Avenue
Miami, FL 33126

SIGNATURE



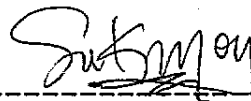
Suk Muy Chang

TITLE: Secretary

DATE: March 19, 2001

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating the the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

SIGNATURE



Suk Muy Chang

DATE: March 19, 2001