

P94000050073

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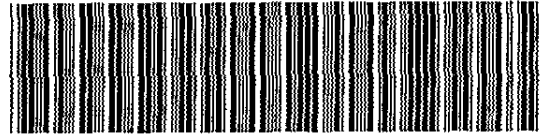
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ACME MERCHANDISE (MIAMI) CORPORATION
7145 WEST 20TH AVENUE
HIALEAH, FLORIDA 33014

May 8, 2003

Corporate Records
Division of Corporations
PO Box 6327
Tallahassee, FL 32314


Re: Document #P94000050073

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,



George Chi Chu Chen, President

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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: Amendment adopted:

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:

George Chi Chu Chen, President
7145 W. 20th Avenue
Hialeah, FL 33014


Suk Muy Chang, Secretary
7145 W. 20th Avenue
Hialeah, FL 33014

Second: The date of the amendments is May 8, 2003.

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

Signed this 8th day of May, 2003.

Acme Merchandise (Miami) Corporation



George Chi Chu Chen, President