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BASIC AMENDMENT

DIXIE SPORTS, INC.

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Articles of Amendments

OF

The Fragrance Factory, Inc.

(Document Number: P98000089671)

Old Name: Dixie Sports, Inc.

Article I - NAME CHANGE

The new name of the corporation shall be:

The Fragrance Factory, Inc.

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Article II - Effective Date

The date of these Articles of Amendments shall be effective July 20, 1999.

Article III - Adoption Date

The date of these Articles of Amendments were adopted July 20, 1999.

Prepared By:
David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
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Article IV - Corporate Meeting

These Articles of Amcndments were adopted by a meeting of the board of directors, a quorum being present.

The meeting's chairman was **Antoinette Lalloo Singh**

These articles of amendments were approved by 100% vote of all outstanding stockholders.

Dated this 20th day of July, 1998.

Signed: Antoinette Singh
Antoinette Lalloo Singh, President/Director

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