P99000002236

FRANCIS X. SANTANA
ATTORNEY AT LAW

COURTHOUSE PLAZA SUITE 400 28 WEST FLAGLER STREET MIAMI, FLORIDA 33130

TELEPHONE: (305) 374-1234 FAX: (305) 374-1264

January 22, 1999

100002760821--4 -02/01/99--01132--009 ******52.50 ******52.50

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

Re:

ARTICLES OF AMENDMENT TO ARTICLES OF INFORPORATION OF "REYES DEL MAR JEWELERS, INC.", (Num.# P99000002236)

Dear Sirs:

Enclosed you will find for recording the Articles of Amendment of REYES DEL MAR JEWELERS, INC. Also enclosed is a check in the amount of \$52.50 to cover your fees for a certified copy of these documents once recorded and a self-addressed stamped envelope.

Should you have any questions regarding this matter, do not hesitate to contact the undersigned.

Sincerely,

Francis X. Santana, Esq.

FXS:gv Enclosure 99 FEB -1 PN 1: 52
SECRETALIANASSEE, FLOSIDA

Anord. 2-5-99

ARTICLES OF AMENDMENT

•	ARTICIAS OF AMENDMENT						
	TO 7.5E 99						
	ARTICLES OF INCORPORATION						
	OF REYES DEL MAR JEWELERS, INC.						
	(present name)						
Pursue the fol	ant to the provisions of section 607.1006, Florida Statutes, this corporation adopts lowing articles of amendment to its articles of incorporation:						
FIRST	Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)						
Luis Ricar	cle IX: Officers of the Corporation: Reyes, President, 7600 West 70 Place, Hialeah, FL 33014; do Penton, Vice President, 1400 North 74 Terrace, Hollywood, FL 33024; ana Reyes, Secretary, 7600 West 70 Place, Hialeah, FL 33014						
SECO	ND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:						
THIR	D: The date of each amendment's adoption: January 21, 1999						
FOUR	RTH: Adoption of Amendment(s) (check one)						
M T	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.						
п П	The amendment(s) was/were approved by the shareholders through voting groups.						
	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):						
	"The number of votes cast for the amendment(s) was/were sufficient for approval by" (voting group)						
□ 7 s	The amendment(s) was/were adopted by the board of directors without hareholder action and shareholder action was not required.						
□ n	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						

Signed this	21st	_day.of		January	,19 <u>99</u>		
Signa	ature			2			
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)							
OR							
(By a director if adopted by the directors)							
OR							
(By an incorporator if adopted by the incorporators)							
Luis Reyes							
Typed or printed name							
President							

Title