

P 99 000024470

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October 7, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-10/08/99--01081--011
*****35.00 *****35.00

Re: Our File No. 99-22124
VBS Group, Inc. - Corporate Formation

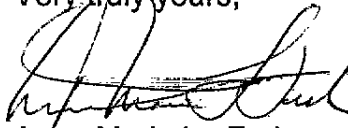
Gentlemen:

Enclosed please find one (1) original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the VBS Group, Inc. A check in the amount of Thirty-Five 00/100 (\$35.00) Dollars is also enclosed for the filing fee.

Please forward a copy of the filed Articles of Amendment to the Articles of Incorporation to my attention. A self-addressed stamped envelope is enclosed for your convenience. If you should have any questions or need any additional information do not hesitate to contact me at (561) 395-1000.

*NK
10-15-99
BMS*

Very truly yours,



Arne Marie La Ferla
Legal Assistant

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

99 OCT - 8 AM 9:11

FILED

Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VBS GROUP, INC.

Pursuant to the provisions of the Florida Business Corporation Act, and Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of the VBS Group, Inc. (the "Corporation") Charter Number P99000024470, are hereby amended according to these Articles of Amendment.

FIRST: The name of the Corporation is VBS Group, Inc.

SECOND: The Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I - NAME

The name of this Corporation is CH@WEAR, Inc.

THIRD: The foregoing amendment was adopted by written consent of the sole shareholder and the sole director of the Corporation, constituting a sufficient number of votes for the Amendment to the Articles of Incorporation to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes on October 7, 1999.

CLERK OF THE
SUPREME COURT OF FLORIDA
TALLAHASSEE, FLORIDA

99 OCT - 8 AM 9: 11

FILED

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment to the Articles of Incorporation this 7th day of October, 1999.

VBS GROUP, INC.,
a Florida corporation

By: Edward Stephens
Edward Stephens, President

WITNESSES:

[Signature]
Marilyn Amoroso

(CORPORATE SEAL)