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 -07/28/99--01038--016
 *****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- NITHA PEREYRA FASHION CORP.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 99 JUL 28 PM 2:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

C. COULLETTE JUL 28 1999

RECEIVED
 99 JUL 28 AM 11:13
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NITHA PEREYRA FASHION CORP.

99 JUL 28 PM 2:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST : The following amendment to the articles of incorporation was adopted by the Corporation.

ARTICLE III : Change the DIRECTOR:

The last DIRECTOR WAS : ANDRES RODRIGUEZ

The new DIRECTOR WILL BE: MARCELO E LERNER

CHANGE NAME OF THE PRESIDENT:

CORRECT NAME: MARGARITA MICOMEDES PEREYRA.

SECOND : 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 :

THIRD : The date of each amendment's adoption: 7-22-99

FOURTH : Adoption of Amendment (s) (check one)

The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

- 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)

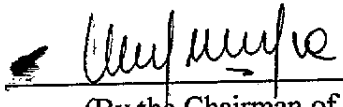
The number of votes cast for the amendment (s) was/were sufficient for approval by _____

(voting group)

- The amendment (s) was/were adopted by the board of directors without shareholders action and shareholder action was not required.

- The amendment(s) was/were adopted by the incorporators without shareholder action And shareholder action was not required

Signed this 22 day of july, 19⁹⁹

Signature  _____

(By the 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)

MARGARITA MICOMEDES PEREYRA

Typed or printed name

PRESIDENT

Title