Carrion Jewelry MFG INC 36 NE 1ST ST Ste-900, Miami, Fl 33132

Phone: (305) 358-5330 Fax: (305) 371-8158

DATE:

09 / 10 / 02

TO:

Department of State

FROM:

Carrion Jewelry Mfg Inc

We are sending Articles of Amendment to Articles of Incorporation of Carrion Jewelry Manufacturing Inc.

Thank you,

Juan C. Perez Carrion

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Carrior Sewolay Manufacturing (present name)

V5526/ (Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VIII

Mame

SILVIA PEREZ CARRION VICE President Added Juan C. Perez Carrium Prosident Amended

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: 9/10/02 |
|------------|---|
| FOURTH: | Adoption of Amendment(s) (CHECK ONE) |
| ٥ | 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 |
| | for approval by(voting group) |
| <u> </u> | The amendment(s) was/were adopted by the board of directors without shareholder 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. |
| Signature_ | Signed this/v day of September, |
| | the shareholders) |
| | OR |
| | (By a director if adopted by the directors) |
| | OR |
| | (By an incorporator if adopted by the incorporators) |
| | |
| | Typed or printed name) |
| | Director (Title) |
| | (Title) |