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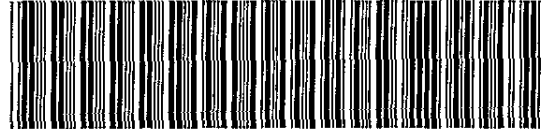
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Amendment
1/15/03
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January 7, 2003

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: **Concept! Miami, Inc.**
Our File No. 031449.000

Dear Sir or Madam:

Please find enclosed for filing an original and two copies of an Amendment to the Articles of Incorporation for Concept! Miami, Inc. Also enclosed is our firm's check in the amount of \$35.00 for the filing fee.

I would appreciate it if you would file-stamp the acknowledgment copy of the Application and return it to me in the enclosed postage-paid envelope. If you have any questions regarding this filing, please feel free to contact me at (404) 815-3777. Thank you for your assistance in this matter.

Sincerely yours,

SMITH, GAMBRELL & RUSSELL, LLP

Priscilla A. Forbes
Priscilla A. Forbes
Corporate Paralegal

/paf
Enclosures (4)

cc: Simone von Werden Kraus, Esq.

ARTICLES OF AMENDMENT
OF
CONCEPT! MIAMI, INC.

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I.

The name of the Corporation is Concept! Miami, Inc.

II.

Pursuant to the provisions of section 607.1006, Florida Statutes, the Articles of Incorporation of the Corporation shall be amended by deleting the THIRD article thereof in its entirety and substituting the following in lieu of the THIRD article:

"THIRD: The number of shares the Corporation is authorized to issue is ten thousand (10,000) shares of capital stock, no par value."

III.

The amendment set forth in Article II of these Articles of Amendment was duly approved by the sole shareholder of the Corporation on the 16 day of December, 2002. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 16 day of December, 2002.

CONCEPT! MIAMI, INC.

By: Tobias Francisco

Its: [Signature]
President