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August 25, 2000

SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-08/28/00--01101--010  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: HANDBAG COLLECTIONS, INC.

Gentlemen:

Enclosed herewith please find Amendment to the Articles of Incorporation of Handbag Collections, Inc. for filing with the records of the Florida Department of State, Division of Corporations, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing this Articles of Amendment, advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

NC  
9-12-00  
B45

M. Frankel  
MELVIN F. FRANKEL

MFF:cj  
Enclosures (as stated)

FILED  
00 AUG 28 PM 3:04  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
EXIT SHOPS OF NAPLES, INC.

FILED

00 AUG 28 PM 3: 04

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned officers, directors and shareholders of **EXIT SHOPS OF NAPLES, INC.**, a Florida corporation, pursuant to Florida Statutes 607.1006, hereby submit the following amendment to the corporation's Articles of Incorporation.

1. The date of incorporation of the corporation was April 12, 1971.
2. The name of the corporation before amendment - EXIT SHOP OF NAPLES, INC.
3. The name of the corporation after amendment - HANDBAG COLLECTIONS, INC.
3. The text of each amendment as adopted is as follows:

ARTICLE I.

The name of the corporation is HANDBAG COLLECTIONS, INC.

4. The date of adoption of this amendment was August 23, 2000.
5. The amendments was adopted by the unanimous action of the Shareholders and Board of Directors of the corporation, each of whom has executed these Articles of Amendment or consented thereto
6. These amendments will be effective upon filing.

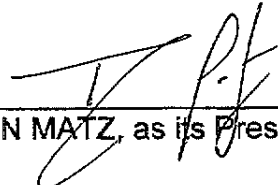
The manner of the adoption of the article of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 23rd day of August, 2000.

Attest:

HANDBAG COLLECTIONS, INC., a Florida  
corporation, formerly known as EXIT SHOPS OF  
NAPLES, INC.

  
Gladys Matz, Secretary

By:   
RUBEN MATZ, as its President

JOINDER AND CONSENT OF SHAREHOLDERS AND DIRECTORS

THE UNDERSIGNED, Ruben Matz and Gladys Matz, as the sole shareholders and Directors of EXIT SHOPS OF NAPLES, INC., a Florida corporation, do hereby consent to the change of name of said corporation to HANDBAG COLLECTIONS, INC., and do hereby join in and consent to the Amendment to the Articles of Incorporation aforesaid. Dated this 23<sup>rd</sup> day of August, 2000.

  
\_\_\_\_\_  
RUBEN MATZ

  
\_\_\_\_\_  
GLADYS MATZ