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Charter Number Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

01/9/01.

Isaac Matz P.A.

Requestor's Name

2742, Discayne Blvd

Address

City

State

ZIP

Phone

573-6640A.

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*****35.00 *****35.00

CORPORATION(S) NAME

Handbag Collections, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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N.C.

Q. COULLIETTE JAN 10 2001

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W.P. Verifier

ARTICLES OF AMENDMENT
TO
HANDBAG COLLECTIONS, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of S607.1006 of the Florida Business Corporation Act (1990), this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Handbag Collections, Inc. (a Florida corporation).

2. The following amendment of the Articles of Incorporation was adopted by the Shareholders and Directors of the Corporation on December 22, 2000, in the manner prescribe by S607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article III of the Articles of Incorporation of Handbag Collections, Inc. adopted on April 12, 1971 shall be amended to read as follows:

ARTICLE I

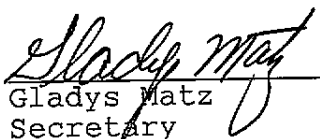
The name of the Corporation shall be: ARNEIS DESIGNER COLLECTIONS, INC.

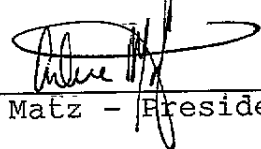
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. This Amendment made to the Articles of Incorporation was duly adopted by written consent executed by all of the Shareholders and all of the Directors of the Corporation on October 2, 2000 pursuant to S607.0704 and S607.0821 of the Florida Business Corporation Act (1990).

ARNEIS DESIGNER COLLECTIONS, INC.
a Florida corporation, formerly
known as HANDBAG COLLECTIONS, INC.

Attest:


Gladys Matz
Secretary


Arlene Matz - President

Prepared by: Richard Wasserstein Esq. Bar # 604380
Wasserstein Law Building Phone 866-1455
913 Normandy Drive (71 St. Street)
Miami Beach, Florida 33141