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HARRY G. McCONNELL
Of Counsel

May 1, 1998

BY FEDERAL EXPRESS

Division of Corporations
Department of State
State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

Re: U. S. Design Group, Inc.
Our File: 2445.0003

Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of Southern Sportswear, Inc. Once filed, please issue a certified copy of the Articles of Amendment to Articles of Incorporation and forward to my office in the enclosed return envelope.

I enclose herewith this firm's check no. 45822 made payable to the Department of State in the amount of \$87.50 in payment of the applicable fees. I appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

CDH/JSB/KLM/sh
Enclosures

cc: Kenneth E. Nichols

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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N-C.

5-12-98

CC

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SOUTHERN SPORTSWEAR, INC.

PURSUANT to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The text of each amended Article is:

"Article 1 - NAME

The name of this corporation is:

U.S. DESIGN GROUP, INC."

2. The above stated amendment was adopted by the shareholders of this corporation on the 27 day of April, 1998.

3. All of the holders of the common stock issued by the corporation (the sole voting group) voted to amend the Articles as herein provided. The number of votes cast by such voting group was sufficient for approval by said group.

Dated this 27 day of April, 1998.

SOUTHERN SPORTSWEAR, INC.

By

Kenneth E. Nichols President

STATE OF FLORIDA
COUNTY OF VOLUSIA

27 The foregoing instrument was acknowledged before me this day of April, 1998, by Kenneth E. Nichols, President of Southern Sportswear, Inc. a Florida corporation, on behalf of the corporation. He is personally known to me.

Julie A. Maenza
Name of Notary: _____
Notary Public, State of Florida
Commission No.: _____
My Commission expires: _____



JULIE A. MAENZA
MY COMMISSION # CC452398 EXPIRES
April 11, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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