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AIRBORNE

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/16/02--01052--013
*****35.00 *****35.00

Re: Lancetti Cosmetics Corporation

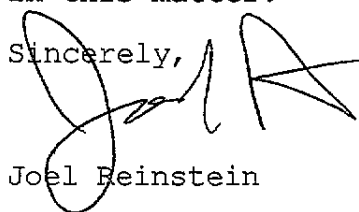
Dear Sir or Madam:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the above-referenced corporation effective upon filing of said Articles of Amendment with your offices, together with our check in the amount of \$35.00, representing your filing fee. Please return a filed copy in the envelope provided.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein



FILED
MAY 16 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JR/wsm

Enclosures-check

cc: Mr. Jacques Cohen
Gerald R. Lewin, C.P.A.
Marc H. List, J.D., C.P.A.

StateAmd.1tr

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Amd
2/10/02
OK

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LANCETTI COSMETICS CORPORATION**

Pursuant to Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE III - CAPITAL STOCK"

The aggregate number of shares which the corporation shall have authority to issue is: One Hundred Thousand (100,000) shares of common stock, \$0.01 par value, consisting of Class A Common and Class B Common shares as follows:

Class A Common: Ten Thousand (10,000) shares, \$0.01 par value, voting.

Class B Common: Ninety Thousand (90,000) shares, \$0.01 par value, nonvoting.

With the exception of the right to vote, there shall be no difference in the Class A Common and Class B Common stock."

SECOND: The corporation is presently authorized to issue Ten Thousand (10,000) shares of common stock of which Five Hundred (500) shares are presently issued and outstanding. Subsequent to the filing of these Articles of Amendment, the corporation will recapitalize its outstanding shares by issuing Fifty (50) shares of the newly authorized Class A Common stock and Four Hundred Fifty (450) shares of the newly authorized Class B Common stock for its presently outstanding common stock.

THIRD: The date of the adoption of this Amendment was May 15th, 2002, 2002.

FOURTH: The foregoing Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15th day of May, 2002.

By: Jacques Cohen
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA