

F09000002582Florida Department of State
Division of Corporations
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Fax Number : (850) 878-5368**FILED**
09 JUL 10 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**COR AMND/RESTATE/CORRECT OR O/D RESIGN****BON PRIX ACQUISITION CORP.**

Certificate of Status	0
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7/10/09

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FD9000002582

(Document number of corporation (if known))

1. bon prix Acquisition Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. June 29, 2009
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 10, 2009
5. VENUS FASHION, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jay A. Life
(Signature of a director, president or other officer - if in the hands of a reporter or other court appointed fiduciary, by that fiduciary)

JAY A. LIFE

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

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Delaware

PAGE 1

The First State

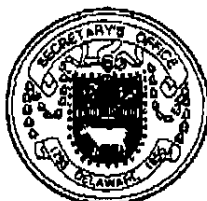
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BON PRIX ACQUISITION CORP.", CHANGING ITS NAME FROM "BON PRIX ACQUISITION CORP." TO "VENUS FASHION, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2009, AT 10:57 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4703053 8100

090688239

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7411086

DATE: 07-10-09

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

bon prix Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST that the sole Director of said corporation, acting by written consent, duly adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of said corporation in the following form:

"RESOLVED, that paragraph FIRST of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"FIRST - The name of this Corporation is VENUS FASHION, INC."

SECOND, that in lieu of a meeting and vote of stockholders, the sole stockholder of said corporation voted to adopt said amendment in accordance with the provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware and of the By-Laws of said corporation.

THIRD, the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, bon prix Acquisition Corp. has caused this Certificate to be signed by its President and its Secretary as of the 10TH day of July 2009

BON PRIX ACQUISITION CORP.

By: _____

Dr. Marcus Ankermann
President

By: _____

Jag A. Lipe
Secretary