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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 429957 6699A

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 25.00

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ORDER DATE : February 9, 2004

ORDER TIME : 9:40 AM

ORDER NO. : 429957-005

CUSTOMER NO: 6699A

CUSTOMER: Larry J. Behar, Esq
Larry J. Behar, P.a.
Suite 400
888 S.e. 3rd Avenue
Ft. Lauderdale, FL 33316-1159

DOMESTIC AMENDMENT FILING

NAME: PAIN DE JOUR (U.S.A.), L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PAIN DU JOUR (U.S.A.), L.L.C.

(Present Name)
(A Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

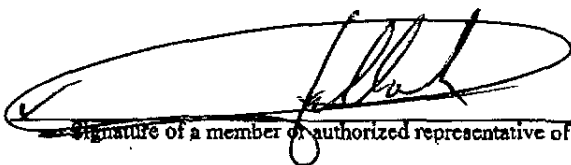
FIRST: The date of filing of the articles of organization was January 7, 2004.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the majority of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of the majority of the members of the limited liability company.

THIRD: Exercise of Right of First Refusal: AT any time within the thirty (30) days after receipt of the Notice, the company and/or its member(s) may, by giving written notice to the selling stockholder, elect to purchase all, but not less than all, of the units proposed transferees, at the purchase price and on the terms determined in accordance with the majority of the members of the limited liability company.

Dated 02/02/, 2004.



Signature of a member or authorized representative of a member

LUDOVIC GALLON

Typed or printed name of signer

Filing Fee: \$25.00