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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BEAUTY'N COLORS USA, L.L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BEAUTY'N COLORS USA, L.L.C.**

FIRST: The date of filing of the articles of organization was ~~AUG 11~~, 2005.

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

AMENDMENT ARTICLE V. MANAGING MEMBER

This will be a member managed organization. The name of each member is:

MARCOS SKLIAR	MGRM	ADD
I&T (INNOVATION & TECHNOLOGY), INC.	MGRM	ADD
HECTOR ESTEVES	MGRM	DELETE

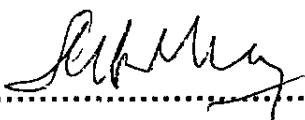
169 E FLAGLER STREET STE. 1534
Miami, FL. 33131

THIRD: The date of each amendment's adoption is ~~AUG 11~~, 2005.

FOURTH: The amendments were approved by the members. The number of votes cast for the amendments were sufficient for approval.

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

Dated, July 29, 2005

A handwritten signature in black ink, appearing to read 'Marcos Skliar', is written over a horizontal dotted line.

SIGNATURE

MARCOS SKLIAR

Name

MANAGING MEMBER

Title