

Counselor at Law

Admitted in Florida and New York

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March 29, 2002

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

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Re: Color It

Ladies and Gentleman:

Enclosed for filing please find the following:

- 1. Articles of Amendment for Color It, Inc.
- 2. Filing Fee in the amount of \$35.00.
- 3. Application for Fictitious Name of Color It Textile, Inc.
- 4. Letter of Authorization.
- 5. Filing Fee in the amount of \$50.00

Thank you in advance and if you need any further information or have any questions, do not hesitate to contact me.

Very truly yours,

Robert A. Brandt

RAB/pa

ALLAHASSEE	02 APR -3	
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED

02 APR -3 AM 11:24

ALLAHASSEE. FLORIDA

COLOR-IT, INC.

L16677

(present name)

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME

The name of the Corporation is hereby changed to:

MEDLEY HOLDINGS, INC.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

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THIRD: 1	The date of each amendment's adoption: <u>March 15, 2002</u> .	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient	
	for approval by"	
	(voting group)	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Signed this <u>15th</u> day of <u>March</u> , <u>2002</u> .	
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Signature	By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by	
-	the shareholders)	
	OR.	
	(By a director if adopted by the directors)	
	OR	

ERIC MALLER

(Typed or printed name)

PRESIDENT

(Title)