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To:
     Division of Corporations
     Fax Number      : (850)205-0380

From:
     Account Name    : GREENBERG TRAURIG (WEST PALM BEACH)
     Account Number  : 075201001473
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BASIC AMENDMENT

GIORGIO OF PALM BEACH, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
GIORGIO OF PALM BEACH, INC.

The undersigned, being the sole Director of Giorgio of Palm Beach, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendment to the Corporation's Articles of Incorporation in accordance with the provisions of Sections 607.1005 and 607.1006, Florida Statutes:

FIRST: The name of the Corporation is Giorgio of Palm Beach, Inc.

SECOND: ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is Giorgio's of Palm Beach, Inc."

This Amendment was adopted on March 13th, 2002 by the sole Director of the Corporation prior to the issuance of any stock in the Corporation pursuant to Section 607.1005, Florida Statutes; therefore, shareholder approval was not required as set forth in Section 607.1006, Florida Statutes.

THIRD: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 13th day of March, 2002.

GIORGIO OF PALM BEACH, INC.,
a Florida corporation

By: _____
George F. Sharoubim, Sole Director

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