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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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: (850)922-4000

From:

Account Name

: FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone

: (305)599-0839

Fax Number

: (305)716-0346

BASIC AMENDMENT

NELY FASHIONS CORPORATION

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September 8, 1999.

NELY FASHIONS CORPORATION 1703 W. 39TH PL HIALEAH, FL 33012

SUBJECT: NELY FASHIONS CORPORATION REF: L31524

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Karen Gibson Corporate Specialist FAX Aud. #: H99000022408 Letter Number: 199A00044361



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 8, 1999

NELY FASHIONS CORPORATION 1703 W. 39TH PL HIALEAH, PL 33012

SUBJECT: NELY FASHIONS CORPORATION

REF: L31524

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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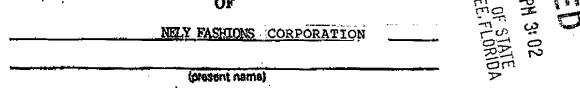
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Darlene Connell Corporate Specialist FAX Aud. #: H99000022408 Letter Number: 799A00044308

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF



Pursuant to the provisions of section 607.1006. Florida Statutes, this 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 IX Rosario Martin, (del) Manuel Huerta, President-Director Director-Treasurer-Secretary 275'W. 63 Street 3470 E. 2 Avenue Hialeah, FL 33012 Hialesh, FL 33013

> Pedro Aurrecoechea (add) Marta Amrecoechea President-Director V.P. Director 3911 W. 8th Avenue 3911 W. 8th Avenue Hialeah, FL 33012 Hialeah, FL 33012

> > Prepared by: Tax Professionals, Corp. 1941 W. 68th Street Hialeah, FL 33012

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:

THE	RD: The date of each amendment's adoption: September 3, 1999
FOL	JRTH: Adoption of Amendment(s) (check one)
凶	The amendment(s) was/were approved by the shareholders. The number of vot cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting group
	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 fo 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 shareholde action and shareholder action was not required.
	Signed this 3rd day of September 19 99
	Signature Manus Musetta.
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if edopted by the shareholders)
	OR (By a director if adopted by the directors) OR
	(By an incorporator if adopted by the incorporators)
	Manuel Huerta
	Typed or printed name
	Director-Treasurer-Secretary
	Title