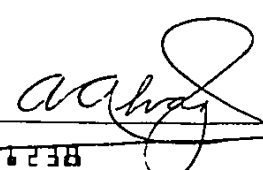


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\*\*\*\*\*35.00 \*\*\*\*\*35.00

|                                                                                                                                                                                                                                                                                                                |  |                              |      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------|------|
| <b>CARIDEL, INC.</b><br>3210 SW. 68TH AVE.<br>MIAMI, FL 33155                                                                                                                                                                                                                                                  |  | 63-9126 / 2670<br>6338365957 | 1238 |
| DATE <u>08/04/97</u>                                                                                                                                                                                                                                                                                           |  |                              |      |
| PAY TO THE ORDER OF <u>DEPARTMENT OF STATE</u>                                                                                                                                                                                                                                                                 |  | \$ <u>35.00</u>              |      |
| -----THIRTY FIVE 00/100-----                                                                                                                                                                                                                                                                                   |  | DOLLARS                      |      |
| <b>GREAT WESTERN BANK </b><br><small>A Federal Savings Bank</small><br>8700 SOUTHWEST CORAL WAY AMENDMENT<br>MIAMI, FL 33185<br>1-800-STATUS-5<br>DOCUMENT # M25914<br>MEMO <u>THE HOME OF WATCHES AND JEWELS INC.</u><br> |  |                              |      |
| ⑆267091263⑆ 6338365957⑈                                                                                                                                                                                                                                                                                        |  | ⑆228                         |      |

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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5/10  
Amend 

FILING 35  
R. AGENT \_\_\_\_\_  
CERT. COPY \_\_\_\_\_  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 35

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 12 PM 2:11

OF

THE HOME OF WATCHES AND JEWELS INC.

(present name)

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)

The amending directors will be as follows:

ARTICLE VII.-

| <u>DIRECTORS:</u> | <u>POSITION</u>                 | <u>SHARES</u> |
|-------------------|---------------------------------|---------------|
| JUVIER, JOSE R.   | DIRECTOR/PRESIDENT              | 50%           |
| JUVIER, CARIDAD   | DIRECTOR/TREASURER<br>SECRETARY | 50%           |

ADDRESS: 9755 S.W. 15th St  
MIAMI, FL 33174

**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:

THIRD: The date of each amendment's adoption: 08 / 04 / 97.

FOURTH: Adoption of Amendment(s) (check one)

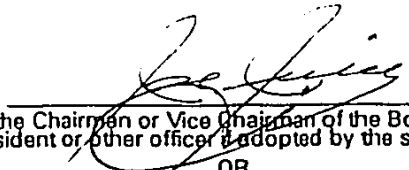
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*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 4th day of August, 19 97.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSE R. JUVIER

\_\_\_\_\_  
Typed or printed name

PRESIDENT / DIRECTOR

\_\_\_\_\_  
Title