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

1. Professional Closet Corp. N990000006943
(Corporation Name) (Document #)

2. _____
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

C. COULLETTE DEC 17 1999

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROFESSIONAL CLOSET CORP.**

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Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The Officers of the Corporation are listed as follows:

President:	Hardy Wanderer
Vice-President:	Emeline Alexis
Secretary:	Hardy Wanderer
Treasurer:	Hardy Wanderer

SECOND: The Officers of the Corporation shall be amended to state:

President:	Hardy Wanderer
Vice-President:	Antonine Jean
Secretary:	Hardy Wanderer
Treasurer:	Hardy Wanderer

whose addresses shall be the same as the principal address of the Corporation.



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THIRD: The Director(s) of the Corporation are listed as follows:

Hardy Wanderer
Emeline Alexis
Dr. Bernd Wollschlaeger

FOURTH: The Director(s) of the Corporation shall be changed to:

Hardy Wanderer
Antonine Jean
Joachim Back

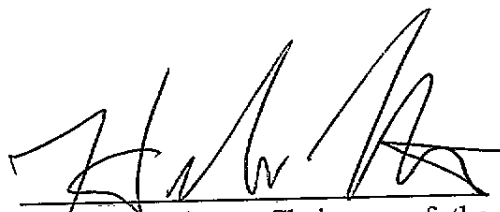
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 13 December 1999 by the Members.

SIXTH: The Board of Directors has adopted a resolution setting forth this amendment of the Articles of Incorporation of the corporation. Said resolution was submitted to a vote at a special meeting of all of the Members of the corporation entitled to vote thereon. The amendment to the Articles of Incorporation was adopted unanimously by all of the Members at such meeting. The number of votes cast for the Amendment was sufficient for approval.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 13 December 1999.


Hardy Wanderer, Chairman of the
Board of Directors

ARTAMEND.PRES



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