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OFFICE USE ONLY

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

Amend

1. M.P. & Sons Jewelers, Inc.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

APR

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

M.P. & SONS JEWELERS, INC.
P00000011254

FILED
00 APR 13 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the article number(s) being amended, added or deleted)

ARTICLE 5 & 6 : BOARD OF DIRECTORS/OFFICERS

THE NAME AND ADDRESS OF THE SOLE DIRECTOR/OFFICER WILL BE:

JOSE M. PORTUONDO (P/V/S/T/D)
1650 MERIDIAN AVE.
MIAMI BEACH, FL 33139

ARTICLE 13 : REGISTERED AGENT

THE NAME AND ADDRESS OF THE NEW REGISTERED AGENT WILL BE:

JOSE M. PORTUONDO
1650 MERIDIAN AVE.
MIAMI BEACH, FL 33139

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

THIRD: The date of each amendment's adoption: 4-12-00

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

X the amendment(s) was/were approved by the board of directors without shareholder action and shareholder action was not required.

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT

Signature _____



JOSE M. PORTUONDO
VICE-PRESIDENT