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BASIC AMENDMENT
CAMEO'S NAILS OF OCALA, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAMEO'S NAILS OF OCALA, INC.

(DOCUMENT NUMBER P00000053093)

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1. The corporate name shall be changed from CAMEO'S NAILS OF OCALA, INC. to THE CAMEO COMPANIES, INC.

2. This amendment was approved by unanimous consent of the shareholders on February 19, 2005, without shareholder action.

3. The effective date of this amendment is February 19, 2005.

Signed this 19 day of February, 2005.


CAMEO L. SCOTT, PRESIDENT

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