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BASIC AMENDMENT

ATLANTIC EDGE FASHIONS, INC.

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ATLANTIC EDGE FASHIONS, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE VII: Officers

Article VII shall be amended to delete "Luis J. Alfaro" as Vice-President/Secretary and replace with "Alessandro Spada" as Vice-President/Secretary. The inclusion of Luis J. Alfaro was a scrivener's error. Address shown is to remain the same.

Article VII will read as follows:

The name, title and address of the officers of this corporation shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Nuria Spada	President/ Treasurer	14819 SW 139 Court Miami, Florida 33186
Alessandro Spada	Vice-President/ Secretary	14819 SW 139 Court Miami, Florida 33186

SECOND: This amendment does not provide for exchange, reclassification or cancellation of issued shares as provisions for implementing the amendment do not require the exchange, reclassification or cancellation of issued shares.

THIRD: The date of the amendment's adoption: June 9, 2000.

FOURTH: Adoption of Amendment: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required. Amendment was done to cure and rectify scrivener's error.

Signed this 12th Day of June, 2000.

Signature: 

Incorporator
Lourdes Corvo