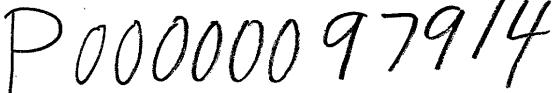
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Division of Corporations

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Account Name : FRATS, FERNANDEZ & CO.

Account Number : I19980000078
Phone : (305)444-8333
Fax Number : (305)444-8334

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BASIC AMENDMENT

PAULA LOPEZ JEWELRY DESIGN CORP.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PAULA LOPEZ JEWELRY DESIGN CORP.



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:

ARTICLE EIGHT

The names and post office address of the members of the members of the Board of Directors who shall hold office of the Corporation until the successors are elected of appointed and have qualified are as follows:

BOARD OF DIRECTORS

Paula Lopez Director

Maria Paulina Espinosa Director

2121 Ponce de Leon Blvd., Suite 240 Coral Gables, Fl. 33134

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ARTICLE NINE

The names and post office address of the officers of this corporation are:

Paula Lopez President & Secretary Maria Paulina Espinosa Treasurer

2121 Ponce de Leon Blvd., Suite 240 Coral Gables, Fl. 33134

It is hereby declared that this Amendment was adopted by the Incorporator and that stockholders approval is not necessary for these Articles of Amendment.

Preparer's name: Francisco J. Fernandez

2121 Ponce de Leon Blvd # 240

Coral Gables, FL 33134. Phone: 305-444-8333.

There being no further business, the amendments were adopted with no shareholder action required and not member action or consideration executed. on this 18th day of October of 2000.

Francisco/L Phryandez INCORFORATOR

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