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CT CORPORATION SYSTEM

CORPORATION(S) NAME		ZOOT MAY TALL ARA	
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() Call When Ready	() Call If Problem	() After 4:30	
(x) Walk In	() Will Wait	(x) Pick Up	
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Name	5/16/01	Order#: 4371475	
Availability	3/10/01	Oldel#. 43/14/3	
Document			
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W.P. Verifier		Amount: \$	
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF	SECR	2001 HJ	
FASHION BUG #3554, INC.	HASSI	14 16	FILE
	OF S	PM	
(present name)	ORID	1:30	
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit co he following articles of amendment to its articles of incorporation:	rporatio	n adop	ts

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The Third Article is being amended to: the number of shares the corporation is authorized to issue is 2,000 with \$1.00 PV.

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

N/A

THIRD: The date of each amendment's adoption:

FOURTH: Adoption of Amendment(s) (CHECK ONE)

	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by		
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Si	gned this that day of Jebruary, 2001.		
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	KATHLEEN H. LIEBERMAN Typed or printed name		
	VICE PRESIDENT Title		