POODO 10908

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)				
Enclosed is an original	and one(1) copy of the article		*****35.	101081001
Filing Fee	1393V N	S78.75 Filing Fee & Certified Copy ADDITIONAL CO Duly inted or typed) Address	S87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED ASS C.	
	305-6	State & Zip 88-969 elepnone number	168 Y. A.	meno + NIC

S. PAYNE APR 19 2001

NOTE: Please provide the original and one copy of the articles.

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

ANNDEE'S BOUTIQUE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

KEMISTRY FASHIONS, INC.

ARTICLE VI

The principal address for the above corporation shall be:

11027 NW 27th Avenue Miami, FL. 33167

ARTICLE VII

The number of directors constituting its Board of Directors shall be:

Ann Maynard 1735 NW 107th St Miami, Fl. 33167 President The date of adoption of this amendment was the 10th day of April, 2000.

These amendment were adopted by the Board of Directors without shareholder action and shareholder action was not required.

These articles will become effective upon filing with the office of the Secretary of State of the State of Florida.

Ann Maynard

Date