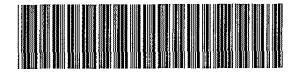
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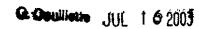
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SPIEGEL & UTRERA, P.A.

CR2E031(10/92)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BROOKLINE SERVICES, INC.

FILED

03 JUL 16 PH 4: 29

SECRETARY CITSTATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

The name of this corporation shall be changed to PEPA POMBO DESIGN USA CO.

SECOND:

The Officers of the Corporation shall be:

President:

Jose Pombo

Vice-President:

Ines Pombo

Secretary:

Francisco Salcedo

Treasurer:

Jose Pombo

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

The Director(s) of the Corporation shall be:

Jose Pombo Ines Pombo

whose addresses shall be the same as the principal address of the Corporation.



FOURTH: The address of the Corporation shall be 777 Northwest 72 Avenue, Show Room 1BB24,

Miami, Florida 33126 and the mailing address shall be the same.

FIFTH: The date of the adoption of this amendment is the 14 July 2003.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 14 July 2003.

Jose Pombo, Chajiman of the Board of Directors