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General Practice • Litigation

March 15, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
ATTENTION: AMENDMENTS SECTION

FILED
01 MAR 22 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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*****52.50 *****52.50

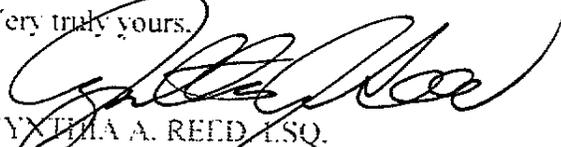
SUBJECT: **NuTrend Apparel & Accessories, Inc.**
Articles of Amendment to Articles of Incorporation

Enclosed are the original and two (2) copies of the Articles of Amendment to Articles of Incorporation for the above-stated corporation and a check for \$52.50 for the filing fee, and 2 certified copies of the Amended Articles.

FROM: CYNTHIA A. REED, ESQ.
Attorney for NuTrend Apparel & Accessories, Inc.
2000 Glades Road, Suite 306
Boca Raton, Florida 33431
Telephone: 561-395-8549

Please return the certified copy of the Articles to the undersigned.

Very truly yours,


CYNTHIA A. REED, ESQ.
CAR:ijm

Amend
3-28-01
RAS

encl.: Articles of Amendment to Articles of Incorporation. Check @ \$52.50

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NUTREND APPAREL & ACCESSORIES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its articles of incorporation:

FIRST: Amendments adopted:

The following Article is hereby amended as follows:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIFTY THOUSAND (50,000) shares.

The following Article is hereby added as follows:

ARTICLE VI BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Jeffrey P. Longo	Roland Ives	Linda LiConti
1085 SW 15 th Avenue	1085 SW 15 th Avenue	1085 SW 15 th Avenue
Delray Beach, Florida	Delray Beach, Florida	Delray Beach, Florida
33444	33444	33444

The following Article is hereby added as follows:

ARTICLE VII OFFICERS

The names and addresses of the initial officers are as follows:

<u>President:</u>	<u>Vice President:</u>	<u>Secretary/Treasurer:</u>
Jeffrey P. Longo	Roland Ives	Linda LiConti
1085 SW 15 th Avenue	1085 SW 15 th Avenue	1085 SW 15 th Avenue
Delray Beach, Florida	Delray Beach, Florida	Delray Beach, Florida
33444	33444	33444

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

THIRD: The date of each amendment's adoption is February 15, 2001.

FOURTH: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

The amendment was 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:*

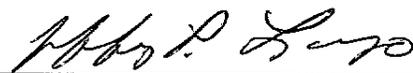
“The number of votes cast for the amendment was sufficient for approval by _____.”
voting group

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed on this 13 day of MARCH, 2001.

Signature



Jeffrey P. Longo
Chairman, Board of Directors and
President of NuTrend Apparel & Accessories, Inc.