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Juan J. Piles, Esq., LL.M.
Attorney at Law

*Law Office of
Juan J. Piles, P.A.*

Telephone (305) 591-5913
Telecopier (305) 594-0089
piles@bellsouth.net

Airport Executive Tower Two
7270 Northwest 12th Street
Suite 545
Miami, Florida 33126

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JAVIVI CORPORATION**

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 Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

(1) JAVIVI CORPORATION, hereby amends its original Articles of Incorporation and changes "Article I NAME" and "Article IV ADDRESS" as follows:

ARTICLE I NAME

The name of the corporation shall be KIMBERLY'S PLACE, INC.

ARTICLE IV ADDRESS

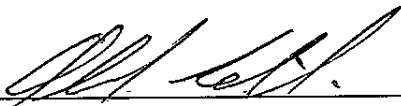
The principal office of the corporation shall be 6360 S.W. 40th Street, Miami, Florida 33155. The mailing address of the corporation shall remain 1665 Bay Road, Unit 525, Miami Beach, Florida 33139.

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

THIRD: The date of each amendment's adoption shall be September 23, 2002.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

KIMBERLY'S PLACE, INC. f/k/a JAVIVI CORPORATION



ALBERTO CALIL
President

September 23, 2002

Date

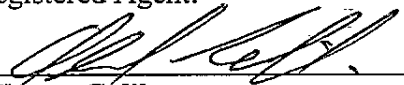
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 6360 S.W. 40th Street, Miami, Florida 33155, has named **Alberto Calil** whose address is **1665 Bay Road, Unit 525, Miami Beach, Florida 33139**, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



Alberto Calil