Division of Corporations

Florida Department of State

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Division of Corporations

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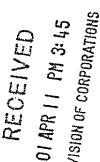
: BERRIZ & GTRALDO P.A.

Account Number: I19990000017

: (305) 485-9300

Phone Fax Number

: (305)485-1098



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BEAUTY TOUCH INTERNATIONAL, INC. OF FEX above 10

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April 11, 2001

BEAUTY TOUCH INTERNATIONAL, INC.

6475 SW 130 PL #401 MIAMI, FL 33183

SUBJECT: BEAUTY TOUCH INTERNATIO

REF: P01000030296



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Darlene Connell Corporate Specialist FAX Aud. #: H01000035892 Letter Number: 201A00021587

#010000358928

TO

ARTICLES OF INCORPORATION

OF

BEAUTY TOUCH INTERNATIONAL, INC.

(Present name)

Pursuant to the provisions of action 607.1006, Florida Statues, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

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

ARTICLE VI OFFICERS & DIRECTORS

ÚSUBILLAGA, JUAN MANUEL GUERRA, JUAN CARLOS PRESIDENT VICEPRESIDENT

ADD:

CANON, GLORIA I. USUBILLAGA, JOSE A. DIRECTOR MARKETING AND SALES SECRETARY

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SECOND: 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:

X PHENA MENDOZA 4080 SW 89 AV. Miami, FL 33155 305-4859300

H010000358928

HO10000358928 HO10000358928

The date each amendment's adoption: 04-10-0

THIRD:

FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	X- 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 voting group
	voting group
-	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.
	Signed this 10 day of April /OL
Sig	(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)
	JUAN. CALLOS GUERRA C.
	Typed or printed name
	<u>Vice President</u> <u>Title</u> H010000358928