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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

April 5, 2001

RE: TOPPS HAIR DESIGN, INC.

TO: Secretary of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500003973185--1
-04/03/01--01133--012
*****35.00 *****35.00

DOCUMENTS ENCLOSED:

Articles of Amendment
Check for \$ 35.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire
RNL/cbh

NL
4-13-01
DMS

ARTICLES OF AMENDMENT
OF
TOPPS HAIR DESIGN, INC.

FILED

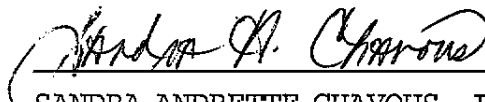
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

These articles hereby amend the name of the corporation now known as TOPPS HAIR DESIGN, INC., as outlined in Article I of the Articles of Incorporation filed March 22, 2001, to be forever forward known as EXCLUSIVELY TOPPS, INC.

This name change was adopted and approved by the incorporator/director without shareholder action. These articles of amendment are executed herein by SANDRA ANDRETTE CHAVOUS, Incorporator, on or about this 3 day of April, 2001.



SANDRA ANDRETTE CHAVOUS, Incorporator