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BASIC AMENDMENT
LAS OLAS JEWELRY GALLERY, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
LAS OLAS JEWELRY GALLERY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Las Olas Jewelry Gallery, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on August 9, 2001, document number P01000078343, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:


**ARTICLE I
NAME**

The name of this Corporation is:

The Jewelry Gallery, Inc.

The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 24th day of October, 2001. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 24th day of October, 2001.


Gina Tavone, President and
Sole Director

This instrument was prepared by:

Tanya L. Bower, Esq.
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Tripp Scott, PA
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