



BLAKESBERG & COMPANY

Certified Public Accountants

951 S.W. Fourth Avenue
Boca Raton, Florida 33432-5803
(561) 750-8300 Fax (561) 750-8332

MEMBER
American Institute of
Certified Public Accountants
Florida Institute of
Certified Public Accountants
New Jersey Society of
Certified Public Accountants

William J. Blakesberg, CPA
Jon D. Blakesberg, CPA

September 6, 2001

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*****43.75 *****43.75

Dept of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Enclosed you will find a Article of Amendment for Carson Estate Buyers, Inc. A check for \$43.75 is enclosed for the change and and a certified copy. Please send this document to the following address:

Blakesberg & Company, CPA's
951 S.W. 4th Avenue
Boca Raton, FL 33432-5803

If you should have any questions please feel free to call me at (561) 750-8300. Thank you for your assistance with this matter.

Sincerely,

William J. Blakesberg,
Certified Public Accountant

FILED
01 SEP 10 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS SEP 17 2001

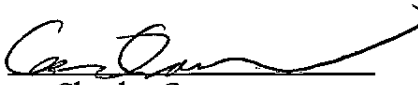
ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CARSON ESTATE BUYERS, INC.

FILED
01 SEP 10 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 607.1006, the President and Secretary of Carson Estate Buyers, Inc. make the following statements for purposes of amending the Corporation's Articles of Incorporation:

1. The name of the Corporation is Carson Estate Buyers, Inc.
2. Article I of this Corporation's Articles of Incorporation is hereby amended to change the name of the Corporation to Carson Estate Jewelers, Inc.
3. The Shareholders and Board of Directors of this Corporation adopted the Amendment to the Articles of Incorporation as of the 6th day of September, 2001.

Carson Estate Buyers, Inc.

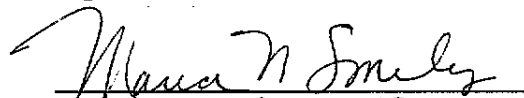
By: 
Charles Carson
President

State of Florida)

County of Palm Beach)

The foregoing instrument was acknowledged before me this 6th day of September, 2001, by Charles Carson, as President of Carson Estate Buyers, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did not take an oath.

My Commission Expires:


Printed Name: Maria N. Smiley
Notary Public



Maria N. Smiley
Commission # 00 864024
Expires Sep. 29, 2003
Bonded Thru
Atlantic Bonding Co., Inc.