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September 18, 2001

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Secretary of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Filing of Amendment of Articles of Incorporation
Skin Care Place, Inc. / Amazing Face Skin Care, Inc.

Dear Sirs:

Please accept the enclosed original and one copy of the Articles of Amendment to the Articles of Incorporation with Amended to Articles of Incorporation for filing. Enclosed also is our check in the amount of \$35.00 to cover the cost of filing fee and \$8.75 for a certified copy, a total of \$43.75.

Thank you for your help in this matter.

Very truly yours,


ROBERT C. ADAMSKI

RCA/tb

Enclosure

FILED
01 OCT 12 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN OCT 16 2001

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SKIN CARE PLACE, INC.**

FILED
01 OCT 12 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is presently SKIN CARE PLACE, INC.


The Amendment to the Articles of Incorporation, pursuant to Florida Statute 607.1006, is as follows:

The name of the corporation is hereby changed from SKIN CARE PLACE, INC. to AMAZING FACE SKIN CARE, INC., effective October 5, 2001.

This Amendment was approved by the undersigned shareholder of the corporation holding all outstanding common shares of the corporation, who being the only voting shareholder entitled to vote on this amendment, and all outstanding shares were voted therefore.

The director of the corporation has approved this amendment to the Articles of the Corporation.


The undersigned, constituting the only shareholder of all outstanding shares of the corporation, hereby adopts these Articles of Amendment.


LAURA A. ADAMSKI
Director
Owner of 100% of the Outstanding Shares
of the Corporation

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 08 day of October, 2001, by

LAURA A. ADAMSKI, who is personally known to me or who has produced
as identification and who did/did not take an oath.

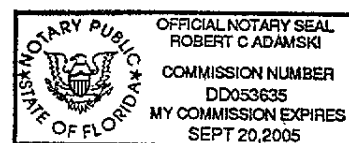

Notary Public Signature

ROBERT C. ADAMSKI

Printed Notary Signature

My commission expires:

This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
1714 Cape Coral Parkway
Cape Coral, Florida 33904
(941) 542-4733



AMENDMENT TO ARTICLES OF INCORPORATION

I, the undersigned, constituting 100% of the shareholders of the corporation known as SKIN CARE PLACE, Inc., hereby adopt and approve, waiving all notices and procedural requirements of law and of the corporation, the Articles of Amendment attached hereto for the corporation according to the terms thereof.

Witness, our hands the 08 day of October, 2001.


LAURA A. ADAMSKI

This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
1714 Cape Coral Parkway
Cape Coral, Florida 33904
(941) 542-4733