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BASIC AMENDMENT

BARRY KUTUN ENTERPRISES, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BARRY KUTUN ENTERPRISES, INC.

The undersigned, BARRY KUTUN, as President and Secretary, of BARRY KUTUN ENTERPRISES, INC., a corporation organized under the laws of the State of Florida, hereby certifies as follows:

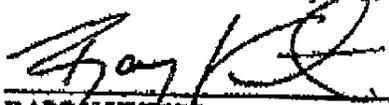
1. That the Board of Directors of said Corporation at a special meeting duly covered and held on November 13, 2001 unanimously approved the resolution set forth in paragraph 3 below.
2. That the Shareholders of said Corporation at a special meeting duly covered and held on November 13, 2001, unanimously approved the resolution set forth in paragraph 3 below.
3. The recommended resolution of the Board of Directors, the same being the Amendment to the Articles of Incorporation approved by the Directors and Shareholders of said Corporation, is as follows:

RESOLVED, that the Board of Directors and Shareholders declare it advisable and in the best interest of the Corporation that the Articles of Incorporation be amended to change the Corporation's name from BARRY KUTUN ENTERPRISES, INC. to LIFESTYLE ENTERPRISES, INC. and that said name be used by the Corporation as its corporate name subsequent to its filing in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the said Corporation has caused its corporate Seal to be affixed hereto, and the Amendment to the Articles of Incorporation to be executed and adopted by BARRY KUTUN, as President and Secretary, this 13th day of November, 2001.

BARRY KUTUN ENTERPRISES, INC.

By:



BARRY KUTUN
President and Secretary - Director

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