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BASIC AMENDMENT

ART STUDIO ADRIANA MARTINELLI, CORP.

Certificate of Status	0
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03 MAR 25 AM 8:00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ART STUDIO ADRIANA MARTINELLI, CORP.

(Present name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of Amendment to its articles of incorporation:

March 24, 2003

First: Amendment(s) adopted: AMENDED.

ARTICLE I - NAME

ARTICLE V - LOCATION

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

First: Articles Amended

ARTICLE I - NAME

The NEW name of this corporation is **MARTINELLI FASHION CORP.**

ARTICLE V - LOCATION

The NEW Street, Address, City and State in which the principal office of the corporation is to be located are **4837 North Dixie Hwy, Pompano Beach, FL 33064**. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.



TAX PREPARATION &
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income tax

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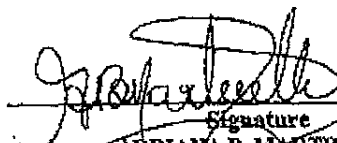
Second: The date of adoption of the amendments.

The date of adoption of the amendments was March 24, 2003

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this March 24, 2003.


Signature
ADRIANA B. MARTINELLI
President