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BASIC AMENDMENT  
IN STYLES, INC.

|                       |         |
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*Amendment*

*10/2/02 DC*

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AMENDMENT TO THE ARTICLES OF  
INCORPORATION  
OF  
IN STYLES, INC.

'BEFORE ME, the undersigned authority, this day personally appeared Carlos Leon who first by me being duly sworn deposes and says:

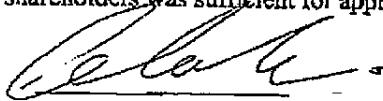
That pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Be it amended that Articles V of the original Article of Incorporation have been changed to add Alberto Garcia as Director of the company.

Second: Be it amended that the corporations officers are hereby changed and shall hereafter be known as Carlos Leon President / Vice-president / Secretary / Treasurer / Director and Alberto Garcia as Director of the company.

Third: The date of the change of officers shall be effective on the date filed in the Office of the Secretary of State, Division of Corporations, State of Florida. This is adopted the 1st day of October 2002.

Forth: The amendment was approved by the shareholders. The number of votes cast by the sharcholders was sufficient for approval.



Carlos Leon, Pres.