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SECRETARY OF STATE DIVISION OF CORPORATIONS
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DC

StrandWear Inc., 357 North Lake Way Palm Beach, FL 33480

561-309-6292 (mobile)

January 29, 2003

Division of Corporations Amendment Section P O Box 6327 Tallahassee, FL 32314

Enclosed please find the Articles of Amendment to change 149 Brazilian Inc., to StrandWear Inc.,

Also enclosed is the check for the filing fee in the amount of \$43.75

Thank you for your attention in this matter.

Sincerely.

Erik Walden

Erik T Waldin Dictated by not read

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

149 Brazilian Ind).,			
		(present name)		
Po	2000016041	1		
-	Document No	umber of Cornorati	on (If known)	-

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE ONE:

Is amended to change the name of Corporation to:

StrandWear Inc.

SECRETARY OF STATE DIVISION OF CORPORATION 2.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable

THIRD:	The date of each amendment's adoption: January 20, 2002			
FOURTH:	Adoption of Amendment(s) (CHECK ONE)			
2	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by,"			
	(voting group)			
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signature	Signed this day of January 2002 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
	OR			
	(By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators)			
	Erik Waldin (Typed or printed name)			
	(1 yped or printed name)			
	Sole Shareholder / PRESIDENT			
	(Title)			