

Daniel H. Hurtado CPA
Certified Public Accountant

PO2000017221

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

600006894756--7
-08/05/02--01046--010
*****35.00 *****35.00

Re: Amendment of Articles of Incorporation.

Dear Sir or Madam:

Attached you will find my client's Articles of Amendment to Articles of Incorporation
and a check in the amount of \$35.00 toward filing fees, for:

Mily's Arts & Crafts, Corporation

Sincerely,



Daniel H. Hurtado, CPA
Encl. (2)

FILED
02 AUG -5 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO2000017221
280 Aug 5-02
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILY'S ARTS & CRAFTS, CORPORATION**

P02000017221

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 adopted:

Amended Article VIII-Directors/Officers (to read as follows):

President/ Pablo H. Tomaselli
Director: 15006 SW 104 Street, Apt. 2514
Miami. FL 33196

Vice-President/ Axel Pressoir
Director: 14336 SW 98 Terrace
Miami. FL 33186

Treasurer/ Milagros M. Tomaselli
Secretary: 15006 SW 104 Street, Apt. 2514
Miami. FL 33196

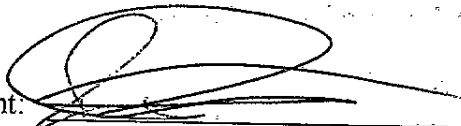
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of each amendment's adoption is August 1, 2002

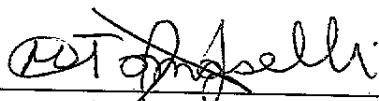
THIRD: Adoption of amendment was approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of August, 2002

Signature of President:


Pablo H. Tomaselli

Signature of Secretary:


Milagros M. Tomaselli