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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 20, 2003

LAZARUS

TALLAHASSEE, FL

SUBJECT: D'RUBY JEWELRY, INC.

Ref. Number: P02000050020

We have received your document for D'RUBY JEWELRY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette Document Specialist

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

D'RUBY JEWELRY, INC...



Pursuant to the provisions of Section 607.1006, Florida Statutes, this 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 I - Name

Change: The name of the corporation shall be: D'RUBY JEWELRY, INC.

To: D'RUBY LOAN AND JEWELRY, INC.

Article V -

Delete: Ruben Alvarez, President

8466 NW 201 TR Miami, FL 33015

Add: Ricardo Rivas, President

8416 NW 201 TR Miami, FL 33015

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:

THIRD: The date of each amendment's adoption: 03/13/03

FOURTH: Adoption of Amendment(s) (check one)

<u>_X</u>	The amendment(s) was/were approved by the shareholders. The numbers of votes cast of the amendments 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 was not required.
	Signed this 13th day of March 2003
,	
:	Signature
	(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)
	RICHARD RIVAS
	Typed or Printed Name
	VICE-PRESIDENT
	Title