

Aug 02 02 03:17p

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LE FAME, INC.

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8/2/2002

AMEND
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LE FAME, INC.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS:

President: Crismeya Maffei
1717 North Bay Shore Dr.
3950, Miami Fl 33132

2. The number of shares of stock each agrees to take are:
Crismeya Maffei 1717 North Bay Shore Dr 100 Shares
3950, Miami Fl 33132

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
FOLLOW.

THE DATE OF EACH AMENDMENT'S ADOPTION: **July 29, 2002**
ADOPTIONS OF AMENDMENTS:

____ THE AMENDMENT (S) WAS/WERE ADOPTED BY THE
INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER
ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

 X THE AMENDMENT(S) WAS/WERE APPROVED BY THE
SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S)
WAS/WERE SUFFICIENT FOR THE APPROVAL.

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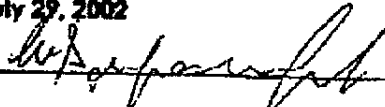
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_____ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS
THROUGH VOTING GROUPS. (THE FOLLOWING STATEMENT MUST BE
SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY
ON THE AMENDMENT(S).) THE NUMBER OF VOTES CAST FOR THE
AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY

(VOTING GROUP)

SIGNED THIS: July 29, 2002

By:  _____

(Chairman or Vice-Chairman of the Board of Directors. President or
other officer if adopted the shareholders)

TYPED OR PRINTED NAME: **Crismeya Maffei**

TITLE: **President**