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BASIC AMENDMENT

BARNYS AMERICAN INC.

Certificate of Status	0
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AMEND  
DEC 15-14

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ARTICLES OF AMENDMENT  
OF  
BARNYS AMERICAN INC.

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THE UNDERSIGNED, for the purpose of amending its Articles of Incorporation, do hereby adopt the following Articles of Amendment:

This Amendment and resolution was adopted by the shareholder and directors of BARNYS AMERICAN INC. on November 13<sup>th</sup>, 2002

FIRST: Amendment (a) adopted:

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this Corporation shall be: 350 South Shore Drive, Suite #8, Miami Beach, Florida 33141.

SECOND: The date of each amendment's adoption was November 13<sup>th</sup>, 2002

THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 13<sup>th</sup> day of November, 2002.

  
JORGE MARIA BARNAO, President

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