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Larry L. Dillahunty, P.A.

Larry L. Dillahunty, Esquire

November 22, 2004

Ph: (727) 527-4050
Fax: (727) 527-4115
E-Mail: LarryDLaw@aol.com

954 First Avenue North
St. Petersburg, FL 33705

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

Re: L.A. Looks, Inc.
Articles of Amendment

Dear Sir or Madam:

Enclosed please find the original signed Articles of Amendment for my client, L.A. Looks, Inc., a Florida Corporation for Profit, wherein the corporation name is being changed to Benini Day Spa, Inc. Also enclosed please find my trust account check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Please file the same with the Division of Corporations as soon as possible.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.



Larry L. Dillahunty, Esquire

LLD/chd
Enclosures

Sent Via Federal Express

ARTICLES OF AMENDMENT

OF

L.A. LOOKS, INC.

FILED
04 NOV 24 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the Directors and Shareholders of any and all interest in **L.A. LOOKS, INC.**, a Florida Corporation, hereby adopt the below detailed amendments to the Articles of Incorporation at a special Meeting held on November, 22, 2004. This amendment is specifically directed to modify the Articles of Incorporation as specified herein.

In conformity with the Articles of Incorporation and By-Laws of the Corporation, the following amendment to the Articles of Incorporation are adopted:

ARTICLE I

NAME

The name of the Corporation is **BENINI DAY SPA, INC.**

The foregoing Amendments were adopted by the Board of Directors and Shareholders pursuant to Florida Statute and in conformity with the Articles of Incorporation and By-Laws of the Corporation.

EFFECTIVE the date of this Amendment is the 22 day of November, 2004.


ANDREAS PISTULLI - President/Director

(Corporate Seal)


ANDREAS PISTULLI - Secretary/Treasurer

ACCEPTANCE:

I agree, as Resident/Registered Agent, to accept service of process, to keep the office upon during prescribed hours, to post my name in some conspicuous place in the office, as required by law.

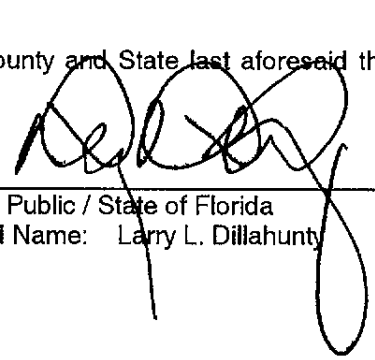

ANDREAS PISTULLI

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **ANDREAS PISTULLI**, as President, Secretary, Director and Registered Agent of **L.A. LOOKS, INC.**, a Florida Corporation, to me personally known, or who produced known as identification, to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of November, 2004.



Notary Public / State of Florida
Printed Name: Larry L. Dillahunty

My Commission Expires:
My Commission Number:



Larry L. Dillahunty
My Commission DD225818
Expires June 24, 2007