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P03000037357

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BASIC AMENDMENT

BHENA'S FOOTWEAR, INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	02
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Department of State 9/3/2003 2:50 PAGE 1/1 RightFAX

PLEASE GIVE ORIGINAL SUBMISSION
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 3, 2003

BHENA'S FOOTWEAR, INCORPORATED
567 NW 27TH STREET
MIAMI, FL 33127

PLEASE GIVE ORIGINAL SUBMISSION
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SUBJECT: BHENA'S FOOTWEAR, INCORPORATED
REF: P03000037357

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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

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Teresa Brown
Document Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BHENA'S FOOTWEAR, INCORPORATED**

FILED
03 SEP -3 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is BHENA'S FOOTWEAR, INCORPORATED (the "Corporation"), Charter #P03000037357.
2. The following Amendment to the Articles of Incorporation was adopted by the Written Consent of the Sole Director of the Corporation on August 28, 2003 in the manner prescribed by Section 607.1002 of the Act. Shareholder action was not required.
3. Article II of Articles of Incorporation of the Corporation is deleted and replaced by a new Articles II, as follows:

"ARTICLE II. Address

The Corporation's mailing address is:

Bhena's Footwear, Incorporated
61 N.E. 9th Street
Miami, FL 33132"

4. Article IV of Articles of Incorporation of the Corporation is deleted and replaced by a new Articles IV, as follows:

"ARTICLE VI. Board of Directors

The name and address of the initial member of the Corporation's Board of Directors is:

Mohan Lall (a.k.a. Glenn Lall)
61 N.E. 9th Street
Miami, FL 33132

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of the directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law."

5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

6. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of BHENA'S FOOTWEAR, INCORPORATED as of this 28 day of August, 2003.

BHENA'S FOOTWEAR, INCORPORATED,
a Florida corporation

By:


Mohan Lall (a.k.a. Glenn Lall), Sole Director

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