Florida Department of State Division of Corporations

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To:

Division of Corporations

Fax Number

: (850) 205-0380

From:

Account Name

FAS-T CORP._AGENTS, INC.

Account Number : 071001002335

(305) 599-0839

Fax Number

(305)716-0346

BASIC AMENDMENT

HEALTH AND BEAUTY CLINICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Tof2



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 25, 2003

HEALTH AND BEAUTY CLINICS, INC. 9 SW 13TH STREET FORT LAUDERDALE, FL 33315

SUBJECT: HEALTH AND BEAUTY CLINICS, INC.

REF: P03000067123

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.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the

shareholders was sufficient for approval, -or-

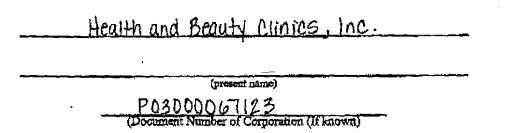
- (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- (2) If an amendment was adopted by the incorporators or board of directors without shareholder action.
- (a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6869.

Teresa Brown Document Specialist FAX Aud. #: H03000220372 Letter Number: 903A00038689

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 VI: Initial Board of Directors

President: Dr. Marc Goulet

1600 South Federal Highway - Suite 820 Pompano Beach, FL 33062

Secretary:

Jean Allier 9 SW 13th Street Fort Lauderdale, FL 33315

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: June 24, 2003	
	Adoption of Amendment(s) (CHECK ONE)	
Ö	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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)	
	(some Read)	
	The amendment(s) was/were adopted by the board of directors without shareholder section and shareholder action was not required.	
Ž.	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Signed this 24th day of June , 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)	
	Sean Johnson (Typed or printed name)	
	Incorporator	
	(Jide)	