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Florida Department of State
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03 AUG -5 PM 2:57

DIVISION OF CORPORATIONS

BASIC AMENDMENT
STARLITE BEAUTY SUPPLY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Starlite Beauty Supply, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

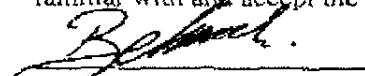
FIRST: Amendment(s) adopted:

Article VI: Board of Directors: Directors are amended to note the resignation of Hashim Khalifa as Director. Directors are amended to note the election of Handar Hamid Alziadi as Director. The name and the address of the Corporation's Directors are:

Name:	Address
Handar Hamid Alziadi	4237 Kelly St. Jacksonville, FL 33207
Toufik Beloualhi	11350 NW 37 Place Sunrise, Florida 33323

Article X: Registered Office and Agent is amended to note the Acceptance to the position of Registered Agent by Toufik Beloualhi and the Resignation of Hashim Khalifa as Registered Agent. The Registered Office address shall be amended to 11350 NW 37 Place, Sunrise, Florida 33323

I, Toufik Beloualhi of 11350 NW 37 Place, Sunrise, Florida 33323, having been named, hereby accept the appointment as Registered Agent and agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in this certificate. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Toufik Beloualhi

08-05-03
Date

SECOND: 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:

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Amendment to the Subscribers - Shall be amended to reflect the changes in the shareholding and shall be as follows:

Name	Address	Shares	%
Handar Hamid Alziadi	4237 Kelly St. Jacksonville, FL 33207	30	30
Toufik Beloualhi	11350 NW 37 Place Sunrise, Florida 33323	70	70

THIRD: The date of each amendment's adoption: August 4th, 2003

FOURTH: Adoption of Amendment(s):

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/ore approved by the shareholders through voting groups.

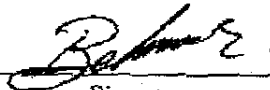
The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

X The amendments were approved by the board of Directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4th day of August, 2003



Signature

Toufik Beloualhi

Chairman of the Board of Directors,

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