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BASIC AMENDMENT

PROLINE BEAUTY, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT



OF

PROLINE BEAUTY, INC.

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The shareholders of PROLINE BEAUTY, INC. have unanimously approved the following amendments to the Articles of Incorporation adopted as of November 12, 2003.

ARTICLE IV - STATED CAPITAL

The corporation, at its formation was authorized to issue 60% of the shares of capital stock to: JEAN-MARC SIMONETTI

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber and has acknowledged and filed in the office of the Department of State of Florida, this Certificate of Amendment to the Certificate of Incorporation of PROLINE BEAUTY, INC. this ______ day of September, 2004.

JEAN-MARC SIMONETTI - as President

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Prepared by: Charles S. Serfaty, Esq. 4340 Sheridan Street Second Floor Hollywood, Florida 33021 (954) 894-9449

FBN: 821 837