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BASIC AMENDMENT

BJB OF CARROLLWOOD, INC.

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**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BJB OF CARROLLWOOD, INC.**

DOCUMENT NUMBER P03000153966

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Article of Amendment to its Articles of Incorporation dated December 17, 2003:

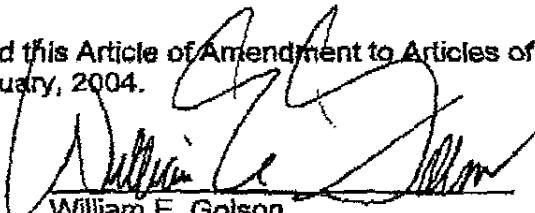
Amendment adopted: The First Article of the Articles of Incorporation dated December 17, 2003 is hereby amended to change the corporation's name in compliance with section 607.0401 Florida Statutes, to:

BJB APPAREL, INC.

This Article of Amendment to the Articles of Incorporation was adopted on January 7, 2004.

This Article of Amendment to Articles of Incorporation was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

The undersigned has executed this Article of Amendment to Articles of Incorporation this 7 day of January, 2004.


William E. Golson
Director/President

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