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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 262953 7174394

AUTHORIZATION :

COST LIMIT : \$ 35

Patricia Pizut

ORDER DATE : March 17, 2005

ORDER TIME : 9:45 AM

ORDER NO. : 262953-005

CUSTOMER NO: 7174394

CUSTOMER: Jay Valinsky, Esq.
Kain & Valinsky, P.a.
Suite 100
750 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC AMENDMENT FILING

NAME: PAYLESS CERTIFIED DIAMONDS.COM
INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PAYLESS CERTIFIED DIAMONDS.COM, INC.
a Florida Corporation

FILED
05 MAR 17 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Payless Certified Diamonds.Com, Inc. a Florida corporation, (the "Corporation") are hereby amended as follows:


Article I is deleted in its entirety and substituted by the following:

ARTICLE I: NAME

The name of the corporation is: PAYLESS CD, INC.

The foregoing was adopted by the written consent of the Directors and majority shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes as of March 15, 2005. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Dated: March 15, 2005


Avrille Aronson, President