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TALLAHASSEE, FLORIDA

Approved
SLC

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Florida Department of State
Division of Corporations
Clifton Building
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April 7, 2006

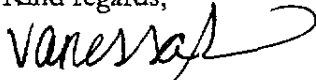
Re: "Tiffany & Samantha, Inc."

To Whom It May Concern:

Please file the attached amendment for the above referenced corporation.

Please do not hesitate to contact me if you have any questions or concerns.

Kind regards,



Vanessa Serrano

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIFFANY & SAMANTHA, INC.
(Document Number P05000126412)**

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06 APR 10 AM 10:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of **TIFFANY & SAMANTHA, INC.** (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is **TIFFANY & SAMANTHA, INC.**

SECOND: Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows.

ARTICLE IV

The number of shares the Corporation is authorized to issue is 500 Class A Voting and 500 Class B Non-Voting and all classes of shares of the Corporation (including Class A Voting and Class B Non-Voting shares) shall confer identical rights to distribution and liquidation proceeds.

THIRD: The foregoing amendment was adopted by Unanimous Written Consent of the Board of Directors and Shareholder of the Corporation dated as of March 22, 2006.

FOURTH: This amendment was approved by all of the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this instrument
the 22nd day of March, 2006.



Deborah Dawick, President