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LAW OFFICES OF  
**JUNE E. LYLE, P.A.**

16201 SW 95 AVENUE, SUITE 110  
CHICAGO FINANCIAL PROFESSIONAL CENTER  
MIAMI, FLORIDA 33157

PHONE: (305) 232-7030  
FAX: (305) 232-6621

June E. Lyle, Esq.  
Dian Bourne, Esq.

Maria Del Cristo, Esq. of Counsel  
Vene M. Hamilton, Esq. of Counsel

October 15, 1997

The Honorable Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

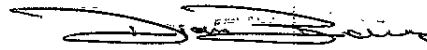
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Spice Traders International, Incorporated amending Article One, to change the name effective January 1, 1998, from Spice Traders International, Incorporated to SPICES USA, INC. Also enclosed in a check in the amount of \$35.00 (Thirty-five dollars) which represents the processing for same.

Should you have any questions in regard to the name change of the Corporation, please do not hesitate to contact me.

Very truly yours,



Dian Bourne, Esq.

DB:jdj  
Enclosure.  
cc: file

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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N.C.  
11-26-97  
CC

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

SPICE TRADERS INTERNATIONAL, INC.

(present name)

*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: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1 - NAME (AMENDMENT)

EFFECTIVE JANUARY 1, 1998 ARTICLE 1 WILL BE AMENDED TO READ:

ARTICLE 1 - NAME

SPICES USA, INC.

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**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:

**THIRD:** The date of each amendment's adoption: October 15, 1997


**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- 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/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"

- The amendment(s) was/were adopted 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 15 day of October, 1997

Signature  Dian Bourne, Esq. Power of \_\_\_\_\_  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) Attorney for Edwin Cho-fook-lun Director & 100% Shareholder.

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

EDWIN CHO-FOOK-LUN  
Typed or printed name

SHAREHOLDER & DIRECTOR  
Title