

Division of Corporations

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BASIC AMENDMENT

PALM BEACH INTERNATIONAL COSMETICS, INC.

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AMEND
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM BEACH INTERNATIONAL COSMETICS, INC.

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, Palm Beach International Cosmetics, Inc., a Florida corporation (hereinafter, the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE IV

This Corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

SECOND: The date of the Amendment's adoption is May 26, 1999. The Amendment shall be effective upon filing with the Florida Department of State.

THIRD: Adoption of the Amendment was approved by the written consent of a majority of the shareholders of the Corporation, which was sufficient for approval.

Signed this 26th day of May, 1999.


Dr. Leo P. Vossen, President

MIA5-730018

THIS INSTRUMENT WAS PREPARED BY:
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