

P9400 0012284

BARTHOLE & ROSARIO

Professional Accountants

12855 SW 136 Ave, Suite 213
Miami, FL 33186
(305)378-6608
Fax: (305)378-6575
E-mail: Giovycam@aol.com

October 3, 2000

Florida Dept. Of State
409 E. Gaines St.
Tallahassee, FL 32399

To Whom It May Concern:

Please file the enclosed Articles of Amendment to the Articles of Incorporation of MSB Fine Watches, Inc., as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me:

Paul A. Barthole
12855 SW 136 Ave., Ste. 213
Miami, FL 33186.

900003421609--4
-10/11/00--01038--009
*****35.00 *****35.00

Enclosed is a check for the \$35.00 filing fee.

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,



Paul A. Barthole
Managing Partner

PAB/pab
Enclosures(3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 11 PM 12:00

Mr. Barthole authorized
to correct name and to
add date of adoption.

Amend
LFT
10-19-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 11 PM 12:00

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

M. S. B. FINE WATCHES, INC.

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: Amendments adopted:

**ARTICLE ONE
NAME**

The name of the corporation is M. S. B. FINE WATCHES, INC., whose address is Post Office Box 403696, Miami, FL 33140-3696.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is Five Thousand shares (1,000) all of which shall be common shares with a par value of One Dollar (\$ 1.00).

The stockholder(s) of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Mary S. Davis	5,000	100%

**ARTICLE VI
REGISTERED OFFICE**

The street address of the registered office of the corporation is 241 28 Street, Ste. 1 Miami Beach, FL 33140, and the name of the registered agent at such address is Mary S. Davis.

ARTICLE VII
DIRECTORS

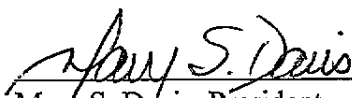
The board of directors of the corporation shall consist of one (1). The name and address of the board member is:

Mary S. Davis P.O. Box 403696 Miami, FL 33140-3696.

SECOND: The date of the amendment's adoption: September 26, 2000, Effective
October 1, 2000.

THIRD: The amendments were adopted by shareholder action whose signature appear below. The number of votes cast was sufficient for approval.

Signed this 26 day of September, 2000.



Mary S. Davis, President
100% Shareholder

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Mary S. Davis, known to me and known by me to be the persons who executed the foregoing Articles of Amendment to Articles of Incorporation, and whom acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 26 day of September, 2000.



Notary Public



Paul A. Barthole
Commission # GC 908386
Expires Feb. 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.