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NEW FILINGS	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME
OTHER FILINGS	REGISTRATION/QUALIFICATIO	
Fictitious Name	Limited Partnership	Ameno 3 7/1/92

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORSE UON - | PM 2:53

OF

DIRECT FRAGRANCES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Direct Fragrances, Inc.

2. The following amendment of the Articles of Incorporation was adopted by the board of directors and the shareholders of the corporation on June 23, 1998, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I

The name of this corporation shall be DF OF SO. FL., INC. (the "Corporation"). The mailing address of the Corporation is 11955 S.W. 142nd Terrace, Suite 330, Miami, Florida 33186.

3. The number of shares of the corporation outstanding at the time of adoption was 810, and the number of shares entitled to vote thereon was 810.

4. The number of shares voted in favor of such amendment was 810, and the number of shares voted against such amendment was zero.

Scott//Neuman

Dated and Effective: June 23, 1998.

Director and Chief Executive Officer

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23rd day of June, 1998, by Scott Neuman, as Director and Chief Executive Officer of Direct Fragrances, Inc, on behalf of the corporation. He is personally known to me or who has produced ______ as identification.

My commission expires:

Print Name:

Print Name: <u>Amilia Mohl P</u> Notary Public - State of Florida

EXPIRES: January 28, 2001 Bonded Thru Notary Public Underwiders WLW0F452



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