

MANELLA & KLAPHOLZ, LLP

ROSS H. MANELLA, P.A.*
JOSEPH P. KLAPHOLZ, P.A.**

* ALSO MEMBER OF THE
QUEBEC BAR

** ALSO MEMBER OF THE
MARYLAND BAR

2500 HOLLYWOOD BOULEVARD
SUITE 212
HOLLYWOOD, FL 33020
(954) 925-3355
ROSS MANELLA: ext.134
FAX: (954) 923-9392

January 22, 1997

VIA FIRST CLASS MAIL

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: ACE DISTRIBUTORS, INC.
Our File No. 94-0350
Change of Name of Corporation

400002073634--0
-01/30/97-01044--008
*****87.50 *****87.50

Dear Sirs/Ladies:

Enclosed herein please find the following corporate documents regarding the above matter:

1. Written Consent of Shareholders and Directors in Special Meeting, Pursuant to Sections 607.0704 and 607.0821, Florida General Corporation Act dated January 16, 1997; and
2. Articles of Amendment dated January 16, 1997.

Please file the above documents to effectuate the change of name of Ace Distributors, Inc. to Apparel Inspection & Correction, Inc. I am enclosing herewith our check in the amount of \$87.50 representing \$35.00 filing fee and \$52.50 for certified copy.

Upon completion of filing, please forward the certified copy to my office as soon as possible. For your convenience, I am enclosing a stamped, self-addressed envelope for forwarding to our office.

Should you have any questions in regard to this matter, please do not hesitate to contact me. I remain,

Very truly yours,
MANELLA & KLAPHOLZ, LLP

ROSS MANELLA, ESQUIRE

RM:clr
Enclosures
\\1997\ace-dist\sec-stat.ltr

FILED
97 JAN 30 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
KPS
2-4-97

ARTICLES OF AMENDMENT


Article I of the Articles of Incorporation of
ACE DISTRIBUTORS, INC.

a Florida corporation, is hereby amended to read as follows:

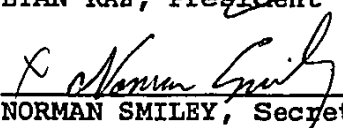
ARTICLE I

The name of this corporation shall be APPAREL INSPECTION
& CORRECTION, INC.

The foregoing amendment was adopted by all of the Shareholders
and Directors of this corporation on the 16 day of January,
1997.



ETAN RAZ, President



NORMAN SMILEY, Secretary

STATE OF FLORIDA }
 } ss
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and accept acknowledgments, personally appeared
ETAN RAZ and NORMAN SMILEY as President and Secretary respectively
of ACE DISTRIBUTORS, INC., a Florida corporation, who: 1). Produced
the following identification; _____
_____; or 2). Are personally known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in said County and State this 16 day of January, 1997.



NOTARY PUBLIC

My commission expires:

\\1997\smiley\ace-distrib\amend.art



Official Seal
ROSS MANELLA
Notary Public, State of Florida
My Comm. Expires January 31, 1999
No. CC436223

FILED
97 JAN 30 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING, PURSUANT TO SECTIONS 607.0704
AND 607.0821 OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the Shareholders and Directors of ACE DISTRIBUTORS, INC., a Florida corporation (hereinafter referred to as "Corporation"), do hereby take and adopt action in writing, without a meeting. The Chairman stated the purpose of the meeting was to discuss and approve the following items of business:

1. Consider a change of name of the corporation to APPAREL INSPECTION & CORRECTION, INC.

After discussion and upon Motion duly made, seconded and carried, the following action was taken::

1. That the name of the corporation be changed to APPAREL INSPECTION & CORRECTION, INC.

2. That the President and Secretary are authorized and directed to sign the necessary documents in order to accomplish the change of name of the corporation to APPAREL INSPECTION & CORRECTION, INC.

Dated: Jan/16, 1997.

ETAN RAZ

NORMAN SMILEY