

P940000 383 34

BOND, SCHOENECK & KING, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

BOND, SCHOENECK & KING, LLP
A REGISTERED LIMITED
LIABILITY PARTNERSHIP

ONE LINCOLN CENTER
SYRACUSE, NEW YORK 13202-1355
(315) 422-0121

111 WASHINGTON AVENUE
ALBANY, NEW YORK 12210-2280
(518) 462-7421

130 EAST SECOND STREET
OSWEGO, NEW YORK 13120-2600
(315) 343-9116

7500 COLLEGE BOULEVARD
SUITE 910
OVERLAND PARK, KANSAS 66210
(913) 345-8001

1200 NORTH FEDERAL HIGHWAY
SUITE 420
BOCA RATON, FLORIDA 33432-2847

TELEPHONES:
(561) 368-1212
(WEST PALM BEACH (561) 732-3773)
(FORT LAUDERDALE (954) 427-2188)
FAX (561) 338-9665

JAMES P. McDONALD*
ROBERT C. ZUNDEL, JR.*
ALAN B. ROSENTHAL**

TRACY H. FERGUSON**

BOND, SCHOENECK & KING, P.A.

1167 THIRD STREET SOUTH
NAPLES, FLORIDA 34102-7098
(941) 262-6812

DAVID N. SEXTON*
DAVID L. DAWSON*
D. FRED GARNER
WILLIAM M. BURKE*
JEAN A. RYAN*
DENNIS P. CRONIN

*ALSO ADMITTED IN NEW YORK
**ADMITTED IN NEW YORK ONLY

December 18, 1996

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

600002038586--4
-12/26/96--01074--021
*****43.75 *****43.75

Re: Better Blocks USA/Europe, Inc. - Articles of Amendment

Dear Sir/Madam:

We enclose an original and one copy of Articles of Amendment for the above-referenced corporation. Please file the original Articles and return a certified copy to me in the return envelope provided. Also enclosed is our check in the amount of \$43.75 representing the filing fee and the fee for a certified copy/status report.

Thank you.

Very truly yours,

BOND, SCHOENECK & KING,

By:

Betsy Courant

Betsy Courant
Legal Assistant

/bc
encl.

*Betsy Courant authorized
to add date of adoption*

*Name change
LFT
1-9-97*

FILED
DEC 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
BETTER BLOCKS USA/EUROPE, INC.

FILED
96 DEC 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

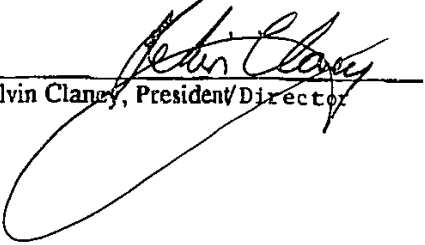
Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the
above-named Corporation are amended as follows:

1. Article I is amended to read as follows:

The name of the corporation is Skincare Productions, Inc.

2. The foregoing amendment was adopted by the Board of Directors pursuant to
Section 607.1002, Florida Statutes, without action by the Shareholders, on December 4, 1996.

Dated: December 4, 1996


Kelvin Clancy, President/Director