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BASIC AMENDMENT
CARPET DIRECT BY OFIR, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

NC
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ARTICLES OF AMENDMENT
CARPET DIRECT BY OFIR, INC.

ITEM 1

The shareholders of the above-referenced corporation hereby amend Article I of the Articles of Incorporation of CARPET DIRECT BY OFIR, INC. as follows:

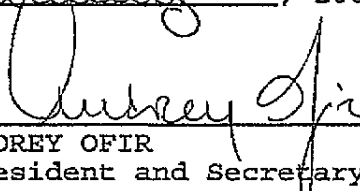
ARTICLE I - NAME

The name of this corporation is DIRECT SOLUTIONS BY OFIR, INC.

ITEM II

The amendment set forth above was adopted by unanimous consent of the shareholders at a Special Meeting by unanimous vote of the Shareholders of the Corporation, called, in part, for such purpose, and held at the offices of the Corporation in the City of Miami, on the 18th day of January, 2002.

DATED this 1 day of February, 2002.



AUDREY OFIR
President and Secretary

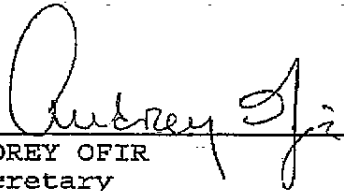
ACKNOWLEDGEMENT

I, AUDREY OFIR, hereby acknowledge under penalties of perjury

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that, as Secretary of CARPET DIRECT BY OFIR, INC., I signed the above Articles of Amendment of the aforementioned Corporation, for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Amendment are true and correct.



AUDREY OFIR
Secretary

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