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- PORTRAITS DI MODENA INC. -

150 East 49th Street, New York, New York 10017 Phone:1 (800) 4809943 Fax (212) 278 7457

August 28, 1997

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 9.000002282278---9 9.002/97--01073--006 ******* 35,38******

Please find enclosed the Amended Articles of Incorporation for **Portraits di Modena Inc.**

the incorporator is Ms. Alix M. Linder 150 East49th Street #4A New York, New York 10017

Thank you.

Alix linder

Alix Linder President FILED

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Vezzani	Portraits, Inc.
	(present name)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Please amend the following articles as indicated below:

Article No. I - Name - Please change the company name to:

Portraits Di Modena, Inc.

Article No. 4 -

Agent and Street Address - Please change to:

Joseph G. Mott, Jr., CPA Joseph G. Mott, Jr., P.A., CPA 500 W. Cypress Creek Road Suite 400

Fort Lauderdale, Florida 33309

I, Joseph G. Mott, Jr., hereby acknowledge and accept the appointment of representing Portraits Di Modena, Inc. as its Registered Agent and accept the responsibilities deriving from this position.

JOSEPH G. MOTT, JR, CPA

august 25, 1997

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	ne date of each amendment's adoption: 08/01/97	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
Ŏ.	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient	
	for approval by	
	Comp group	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
OR		
(By a director if adopted by the directors)		
	OR	
	(By an incorporator if adopted by the incorporators)	
Alix M. Linder		
Typed or printed name		
	President	
	Title	