

P9500054666

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BASIC AMENDMENT

CINDYCO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CINDYCO, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of CINDYCO, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P95000054666, does hereby certify:

FIRST: That pursuant to written consent of all of the members of the Board of Directors and majority consent of the Shareholders of the Corporation, dated August 10, 1999, the Board of Directors and a majority of the Shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: INTERNATIONAL COSMETICS MARKETING CO.

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

SECOND: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Written Consent of all of the members of the Board of Directors of the Corporation and by a majority of the Shareholders of the Common Stock of the Corporation, dated August 10, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of August 10, 1999.

CINDYCO, INC.

By: 

Charles B. Pearlman, President

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