P96000007374 Shomar Accounting & Tax Services, P.A.

Certified Public Accountant 5190 N.W. 167 St. Suite 11**§3** MIAMI, FLORIDA 33014

> Tel: (305) 474-0086 Fax: (305) 474-0087

SHADI J. SHOMAR, C.P.A., MST JOSEPH SHOMAR, CONSULTANT MEMBER:
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

September 26, 2001

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

100004618201--9 -10/01/01--01060--021 *****43.75 ******43.75

Sir/Madam:

Enclosed you will find a check for the amount of \$43.75 which is for the following: \$35.00 for the Articles of Amendment to Articles of Incorporation \$8.75 for a Certified Copy

Please mail back to us at the address above.

If you have any questions or concerns do not hesitate to contact us at (305) 474-0086.

Respectfully,

Shomar accounting & Tax Services P.A

FILED

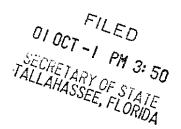
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CRETARY OF STAL

Amend

T BROWN OCT - 5 2001

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



	FRANCIS	WATCHES, INC.	, .
•			•
		(prespect name)	
		(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)

Article VII:

The board of directors will be composed of:

President: Therese Aljamons
Secretary:

Theosurer:

Vice President: Joven Francis

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:	: Th	ne date of each amendment's adoption: September 20, 2001.		
		Adoption of Amendment(s) (CHECK ONE)		
	Œ	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		
		voting 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.		
Signatur		gned this		
OR				
		(By a director if adopted by the directors)		
		OR		
		(By an incorporator if adopted by the incorporators)		
		JOVEN FRANCIS		
		JOVEN FRANCI S Typed or printed name		
		VICE PRESIDENT		
		Title		

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