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ARTICLES OF AMENDMENT

TO

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OF

COSMETICS PLUS BY ANDREA, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

The name of this corporation shall be changed to COSMETICS... BY

ANDREA, INC.

SECOND:

The date of the adoption of this amendment is the 27th day of January.

1997.

THIRD:

The amendment was approved by the shareholders. The number of

votes cast for the amendment was sufficient for approval.

FOURTH:

This amendment shall be effective upon the filing of these Articles of

Amendment to Articles of Incorporation with the Secretary of State of

Florida.

Signed this 27th day of January, 1997.

ARTAMEND