

Y & A PROFESSIONAL SERVICE, INC.
12360 S.W 132 CT #210
MIAMI, FLORIDA 33186

P960000080026

Miami, April 16, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

600002861156--8
-05/03/99-01144-008
*****35.00 *****35.00

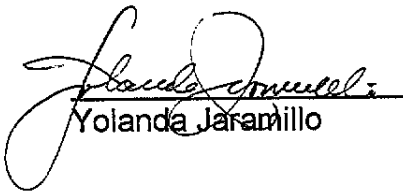
Gentlemen:

Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of
the amendment of Articles of Incorporation of:

PERFUME WAREHOUSE, CORP.

If you have any questions regarding this matter, please do not hesitate to
contact us.

Sincerely yours,


Yolanda Jaramillo

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99 MAY -3 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W
P960000080026
Amend
3/28
5-3-99

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PERFUME WAREHOUSE, CORP.

All the stockholders of PERFUME WAREHOUSE, CORP., a Florida Corporation under its corporate seal and the hand of its President, Carlos Aparcedo, hereby certify as follows:

CLAUSE I

That all the Shareholders of PERFUME WAREHOUSE, CORP. in response to a call and notice of meeting, held on April 16, 1999, at 8281 N.W. 66th Street Miami, Florida 33122, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles VII and VIII, of Articles of Incorporation to read as follow:

ARTICLE VII AND VIII
NEW DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that CARLOS APARCEDO, resigned as President/Secretary, and JESUS LORETO, resigned as Vice-President of the Board of Directors, Transferring all their shares unto RHYNIA REINEFELD APARCEDO.

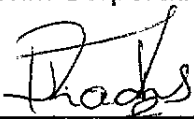
The Capital Stock of the corporation consists of 500 shares of \$5.00 dollar per value. Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE	ADDRESS	SHARES
Rynia Reinefeld Aparcedo President/Secretary	8281 N.W. 66 Street Miami, Fl. 33178	100 %

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF. The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do as, and its Corporate seal to be here unto affixed, on this day April 16, 1999, at Miami, Florida. -----

PERFUME WAREHOUSE, CORP.
A Florida Corporation.

A handwritten signature in black ink, appearing to read "Rhynia", written over a horizontal line.

Rhynia Reinefled Aparcedo
President