

996000080026

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

Miami, December 17, 1999

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

000003078090--2--
-12/22/99--01064--002
*****35.00 *****35.00

Gentlemen:

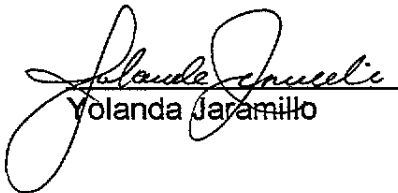
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of
the amendment of Articles of Incorporation of:

PERFUME WAREHOUSE, CORP.

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

Please send the amendment to the above mentioned address.

Sincerely yours,


Yolanda Jaramillo

FILED
99 DEC 22 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
KRG-60

SECOND 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, RHYNIA REINEFELD APARCEDO hereby certify as follows:

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99 DEC 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLAUSE I

That all the Shareholders of PERFUME WAREHOUSE ,CORP. in response to a call and notice of meeting, held on December 17, 1999, at 9752 NW 52 Street #202 Miami, FLorida 33178 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
OFFICERS

Upon motion duly made, it was unanimously approved that JOSEPH AFLALO was appointed as Vice-President / Secretary of the Board of Directors.

ARTICLE VIII
SUBSCRIBERS

The new board of directors will read as follows:

| Name | Address: | Shares |
|---|--|--------|
| RHYNIA REINEFELD President | 9725 NW 52 Street #202 MIAMI, FL. 33178 | -50%- |
| JOSEPH AFLALO Vice-President/ Secretary | 9131 SW 212 Terrace MIAMI, FL. 33189 | -50%- |

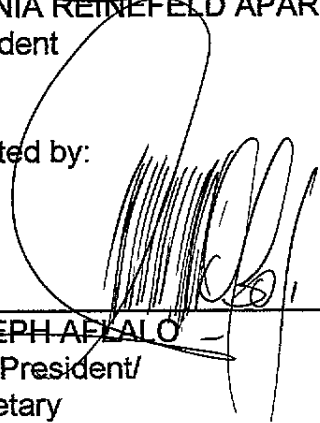
IN WITNESS WHEREOF. The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do as, and its Corporate seal to be here unto affixed, on this day December 17, 1999, at Miami, Florida.-----

PERFUME WAREHOUSE, CORP..
Florida Corporation.



RHYNIA REINEFELD APARCEDO
President

Attested by:



JOSEPH AFLALO
Vice-President/
Secretary