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MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447
e-mail: bizlaw@mirkinwoolf.com

September 28, 1998

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

Re: Articles of Amendment

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of The Tan-Too Company International, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin/mf

Mark H. Mirkin
MHM/mf

cc: Douglas A. Weir

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FILED
98 SEP 30 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL OCT 6 1998

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

THE TAN-TOO COMPANY INTERNATIONAL, INC.

Pursuant to the provisions of the Florida Statutes, on June 1, 1998 shareholders owning more than 80 percent of the shares of common stock and a majority of the directors of The Tan-Too Company International, Inc., a Florida corporation (the "Corporation"), adopted the following resolution by written consent:

RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the number of authorized shares of common stock from 5,000,000 to 15,000,000.

The number of votes cast for the subject resolution by such shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolution, Article 7 of the Corporation's Articles of Incorporation is deleted in its entirety and the following inserted in its place:

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is fifteen million (15,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 1 day of June, 1998.


Thomas S. Crum

FILED
98 SEP 30 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA