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June 25, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/27/97--01067--002
*****43.75 *****43.75

VIA FEDERAL EXPRESS

Re: Caribbean Talent, Inc.

Dear Sir/Madam:

With regards to the above referenced corporation, I have enclosed Articles of Amendment to Articles of Incorporationa our client's check number 1003 in the amount of \$43.75 to have the Articles of Amendment filed with the State and to obtain a Certificate of Status. I have enclosed a photocopy which we request you stamp as filed and return to us. Thank you for your attention to this matter.

Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

JOHN T. KINSEY, P.A.

Charles S. Bolz

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 AM 11:18

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 AM 11:18

Caribbean Talent., Inc.,

a Florida corporation
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 I of the Articles of Incorporation are amended to change the name of the Corporation therein to "Wax Mania, Inc.", a Florida corporation and the Articles of Incorporation shall now be entitled "Articles of Incorporation of Wax Mania, Inc."

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:

Not applicable

THIRD: The date of each amendment's adoption: June 10, 1997.

FOURTH: Adoption of Amendment(s) (check one)

 X 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.

Signed this 10 day of June, 19 97.

Signature 

Philip Cucci
Typed or printed name

President
Title