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BASIC AMENDMENT

DELTA SHOE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amendment

01/25/02

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DELTA SHOE GROUP, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is DELTA SHOE GROUP, INC. (the "Corporation"), Charter # P97000033313..

2. The following Amendment to the Amended and Restated Articles of Incorporation ("Amendment") was adopted by the unanimous written consent of the Corporation's shareholders as of November 28, 2001 in the manner prescribed by Section 607.1005 of the Act. The number of votes cast for the Amendment by the Corporation's shareholders was sufficient for approval.

3. Article V of the Corporation's Amended and Restated Articles of Incorporation is hereby deleted and replaced by a new Article V, as follows:

ARTICLE V

The Company is authorized to issue Sixty Thousand (60,000) shares of common stock, \$.01 par value, which shall be designated "Common Shares" and Five Hundred Thousand (500,000) shares of preferred stock, par value \$1.00 per share, which shall be designated as "Preferred Shares". Each Common Stock shareholder shall be entitled to one (1) share of Common Stock per each Ten Thousand (10,000) shares of Common Stock previously issued to such shareholder. The resulting amount of outstanding shares of Common Stock issued to each existing shareholder of record as of the date of this amendment shall be rounded to the nearest whole number. There shall be no issuance of fractional shares of Common Stock of the Company.

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

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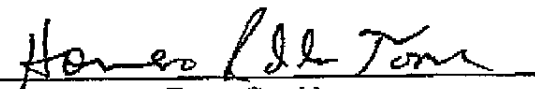
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of DELTA SHOE GROUP, INC. as of this 29th day of November, 2001.

DELTA SHOE GROUP, INC.,
a Florida corporation


Homero de la Torre, President