

July 29, 1997

P97000035427

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

900002255139--5
-08/01/97--01079--006
*****35.00 *****35.00

Subj: Change of address of FAME US HAIR STUDIOS, INC.

Dear Sir:

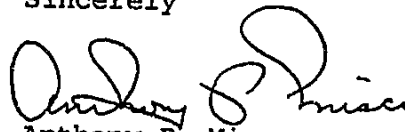
Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of Incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. Hwy. A1A, Satellite Beach, FL 32937

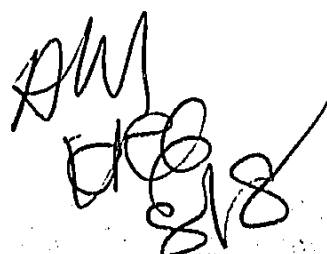
Thank you for your assistance in this matter.

Sincerely


Anthony P. Misco

97 AUG - 1 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



AMENDMENT TO ARTICLES
OF
FAME US HAIR STUDIOS, INC.

FILED
97 AUG -1 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is FAME US HAIR STUDIOS, INC.
which was duly incorporated on April 21, 1997 by the State of
Florida.

ARTICLE II.

The name and address of each of the officers of the
Corporation is as follows:

ANTHONY P. MISCO
4024 S. Edward Street
Melbourne, Florida 32901

RODNEY B. DUFFIELD
722 Bianca Drive NE
Palm Bay, Florida 32905

ARTICLE III.

The name and address of the director of the Corporation is
as follows:

ANTHONY P. MISCO
4024 S. Edward Street
Melbourne, Florida 32901

RODNEY B. DUFFIELD
722 Bianca Drive NE
Palm Bay, Florida 32905

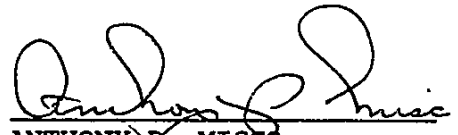
ARTICLE IV.

The new address and principal place of business of the corporation is 1478 Aurora Road, Melbourne, FL 32935, said change of address shall be effective as of July 29, 1997.

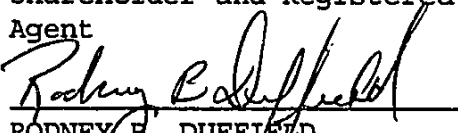
The Directors and Shareholders of the Corporation have accepted the change of address and principal place of the business in a Special Meeting dated July 29, 1997. A true copy of the Special Meeting is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the 29th day of July 1997, in Satellite Beach, Brevard County, Florida.

Dated: 07/29/97



ANTHONY P. MISCO
Director, President,
Shareholder and Registered
Agent

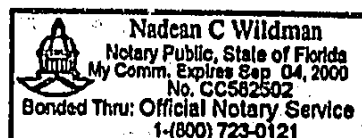
Dated: 07/29/97


RODNEY B. DUFFIELD
Director, Vice President,
Shareholder

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared ANTHONY P. MISCO, and RODNEY B. DUFFIELD who have SWORN TO AND SUBSCRIBED before me this 29th day of July, 1997 to be the persons who executed this Amendment, and they acknowledged before me that they executed this Amendment for FAME US HAIR STUDIOS, INC., on behalf of the Corporation and has presented FL/DL M200-013-39-272-0 as identification. 0743-722-53-023-0


Nadean C. Wildman
Notary Public



MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
FAME US HAIR STUDIOS, INC..

A special meeting of the directors and shareholders of FAME US HAIR STUDIOS, INC., a Florida corporation, was held at 1592 N. Highway A1A, Satellite Beach, FL 32937 July 29, 1997 at 4:00 p.m. pursuant to a waiver of notice attached hereto.

The following directors were present,

ANTHONY P. MISCO
RODNEY B. DUFFIELD

being all the directors of the Corporation.

The following shareholders were present, in person, being the only shareholders of the Corporation:

ANTHONY P. MISCO
RODNEY B. DUFFIELD

ANTHONY P. MISCO acts as Chairman and Secretary of the meeting. The Chairman declared that all directors and shareholders were present in person and that all have executed a waiver of notice of the meeting. The Chairman then announced the purpose of the meeting was to consider the a new address and principal place of business of the Corporation.

A discussion ensued, and the following resolution was unanimously adopted by the board of Directors and Shareholders of

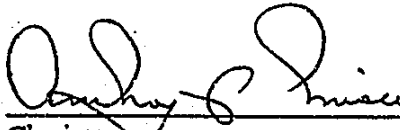
the Corporation:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation to change the address and the principal place of business of the Corporation.

RESOLVED, the Corporation's address and principal place of business of the corporation is 1478 Aurora Road, Melbourne, FL 32935. The Officers shall take all actions necessary to effectuate the change of address of the Corporation as they deem necessary, including but not limited to, changing the address on all bank accounts and business licences and filing with the Secretary of State of Florida, Articles of Amendment.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: July 29, 1997


Chairman


Secretary

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF

FAME US HAIR STUDIOS, INC..

We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of the directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the new address and principal place of business of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: July 29, 1997

Time of meeting: 4:00 p.m.

Place of meeting: 1592 N. Highway A1A
Satellite Beach, Florida 32937

Dated:

Anthony S. Inigo, Director
S. Shareholder
Richard B. Duffield, Director
Shareholder