

October 20, 1997

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: CHANGE OF OFFICERS, DIRECTOR, AND REGISTERED AGENT
of FAME US HAIR STUDIOS, INC.

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-10/23/97--01017--007
*****35.00 *****35.00

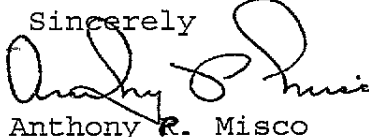
Dear Sir:

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 R. Misco

FILED
97 OCT 23 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





AMENDMENT TO ARTICLES
OF
FAME US HAIR STUDIOS, INC.

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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 officer of the
Corporation is as follows:

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:

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

ARTICLE IV.


The address and principal place of business of the
corporation is 1478 Aurora Road, Melbourne, FL 32935, and remains
unchanged.

ARTICLE V.

The name of the new registered agent of FAME US HAIR STUDIOS, INC, with its principal office located at 1478 Aurora Road, Melbourne, FL 32935, Melbourne, Brevard County, Florida 32939 has named RODNEY B. DUFFIELD, located at 1478 Aurora Road, Melbourne, FL 32935, Melbourne, Brevard County, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

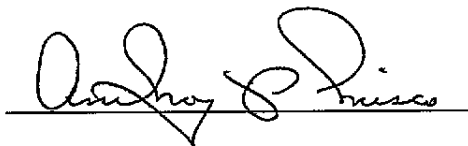
Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


RODNEY B. DUFFIELD
Registered Agent

The Directors and Shareholders of the Corporation have accepted the change of the officer, director and Designation of Registered Agent of the Corporation in a Special Meeting dated October 20, 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 20th day of October 1997, in Satellite Beach,
Brevard County, Florida.

Dated: 10/20/97



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

Dated: 10/20/97



RODNEY B. DUFFIELD
Director, Vice President,
Shareholder

STATE OF FLORIDA

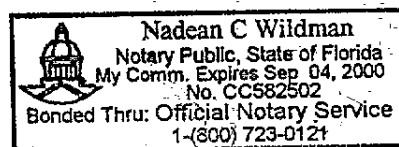
COUNTY OF BREVARD

Before me personally appeared ANTHONY P. MISCO, and RODNEY
B. DUFFIELD who have SWORN TO AND SUBSCRIBED before me this 20th
day of October, 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 Rodney B. Duffield
D1436722-88-023-0
___ as identification.

Anthony P. Misco
M.206-615-39-271-0



Notary Public



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

A special meeting of the directors officers and shareholders of FAME US HAIR STUDIOS, INC., a Florida corporation, was held at 1592 N. Highway A1A, Satellite Beach, FL 32937 October 20, 1997 at 4:00 p.m. pursuant to a waiver of notice attached hereto.

The following directors were present, being all the directors of the Corporation.

ANTHONY P. MISCO.
RODNEY B. DUFFIELD

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 his resignation as a officer, director, shareholder and registered agent of the Corporation.

A discussion ensued, and the following resolution was

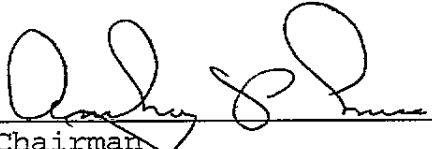
unanimously adopted by the board of Directors and Shareholders of the Corporation:


WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation to change the officer, director, shareholder and registered agent of the Corporation.

RESOLVED, the Corporation's only officer, director, shareholder and registered agent of the corporation is RODNEY B. DUFFIELD, 1478 Aurora Road, Melbourne, FL 32935. The Officer shall take all actions necessary to effectuate the change of the Corporation as they deem necessary, changing the names 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: October 20, 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: October 20, 1997

Time of meeting: 4:00 p.m.

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

Dated: 10/20/97

