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NAME: SLIMLINE USA, INC.
AUDIT NUMBER.....H97000014639
DOC TYPE.....BASIC AMENDMENT
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*Amendment
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H97000014639

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SLIMLINE USA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That the undersigned natural persons, the shareholders and directors of SLIMLINE USA, INC., hereby amend the Articles of Incorporation herebefore filed on or about May 19, 1997, and this amendment to be effective the 15th day of July, 1997, to read as follows:

ARTICLE I. NAME.

That the name of the corporation is SLIMFIT USA, INC.

ARTICLE II. ADDRESS.

That the principal address of the corporation, its registered office address and first Board of Directors address is 1717 N. Bayshore Drive, #3532, Miami, Florida 33132.

In all other respects said Articles of Incorporation remain the same.

IN WITNESS WHEREOF, the undersigned shareholders and officers of this corporation adopt and amend said Articles of Incorporation at Miami, Florida this 25th day of August, 1997.

Solomon Bendayan
Solomon Bendayan, President

Solomon Bendayan
Secretary

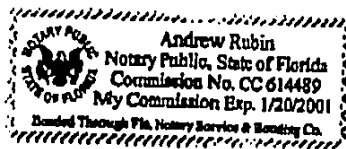
State of Florida)
County of Dade) ss

Sworn to and subscribed before me this 25th day of August, 1997.

Andrew Rubin
Notary Public State of Florida

My Commission Expires:

Prepared by: Andrew Rubin
Rubin & Rubin
18425 N.W. 200 Ave. #305
Miami, Fl. 33169
Bar No. 298336 / #651-4100



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