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D: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: SUNSHINE SEWING COMPANY, INC.
AUDIT NUMBER.....H97000010869
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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SUNSHINE SEWING COMPANY, INC.

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Name Change
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EA(H9700001086970))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SUNSHINE SEWING COMPANY, INC.
AUDIT NUMBER.....H97000010869
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H97000010864

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF

SUNSHINE SEWING COMPANY, INC.

Pursuant to the provisions of Florida Statutes, Section 607.1006,
this corporation adopts the following articles of amendment:

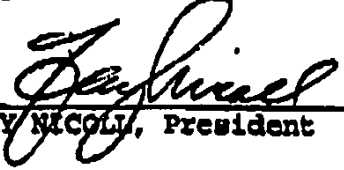
FIRST: The name of the corporation is hereby changed to
SUNSHINE FABRICS TWO, INC.

SECOND: The date of this Amendment is July 1, 1997

THIRD: Adoption of Amendment:

This amendment was approved by all of the shareholders.
The number of votes cast for this amendment was sufficient for
approval.

Executed this 1st day of July, 1997.


FAY NICOLL, President

Prepared by: Jeffrey M. Perlow, Esq.
Florida Bar Number: 206725
1820 E. Hallandale Bch. Blvd.
Hallandale, FL 33009
(954) 454-4933

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