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June 5, 1998

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: FineWorld Products, Inc. (formerly known as
Beau Monde Home Products, Inc.
Second Amendment to Articles of Incorporation

Gentlemen:

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Second Amendment to Articles of Incorporation with attached copy of Minutes of Special Meeting of the Stockholders and Directors of FineWorld Products, Inc. Also enclosed is my check made payable to your office in the sum of \$35.00 representing payment for the filing fee.

Please file the original of this Amendment and return to my office a copy of same stamped with the filing date, together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

Guillermo A. Ruiz

GAR/ms

Enclosures

200002551122--9
-06/08/98-01072-011
*****35.00 *****35.00

98 JUN -8 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JUN 15 1998

Amend.

SECOND AMENDMENT TO ARTICLES OF INCORPORATION

OF

FINEWORLD PRODUCTS, INC.

FILED
98 JUN -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the original Articles of Incorporation of FineWorld Products, Inc., formerly known as BEAU MONDE Home Products, Co., filed with the office of the Secretary of State of the State of Florida, Division of Corporations on 26th day of June, 1997, and all the stockholders, directors and officers of said corporation, hereby amend Article III. Shares of said original Articles of Incorporation as follows:

ARTICLE III. SHARES

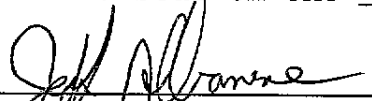
The number of shares that this corporation is authorized to have outstanding at any one time is: 100 shares having no par value.

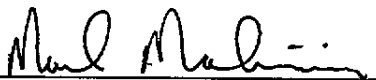
In all other respects the Articles of Incorporation filed herein on June 26, 1997, as amended by First Amendment to Articles of Incorporation dated May 12, 1998, are hereby ratified and confirmed.

This amendment was proposed by the stockholders directors and approved by the stockholders at a stockholders and

directors meeting held May 28, 1998, as is evidenced by their signatures at the end of this Second Amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 28 day of may, 1998.


JEFF ALBANESE,
Original Subscriber and sole
Stockholder, Secretary,
Treasurer and Director


MARK MAKSIMOWICZ, President
Director

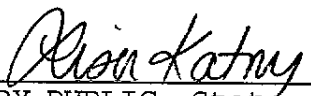
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JEFF ALBANESE and MARK MAKSIMOWICZ, who, are known to me personally or who produced _____ and _____ respectively as identification, and who being by me first duly cautioned and sworn, depose and say: that they are the individuals described in and who executed the foregoing Second Amendment to Articles of Incorporation of FineWorld Products, Inc., (formerly known as BEAU MONDE Home Products, Inc.) and state that they have read the foregoing Second Amendment and that the matters and facts alleged therein are true and correct to the best of their knowledge, information and belief.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid this 28 day of may, 1998.

(SEAL)


NOTARY PUBLIC, State of Florida
Name: Lisa Katny
Address: 6741-D 131st Ave N.
Largo, FL 33773
Commission Expires: _____



Lisa Katny
MY COMMISSION # CC542471 EXPIRES
March 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.