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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

DECO COSMETICS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DECO COSMETICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST AMENDMENT ADOPTED

The Articles of Incorporation, Articles I through IV, are hereby amended, added, deleted, and/or re-affirmed as follows and shall now consist of Articles I through XIV:

ARTICLE I
NAME/ADDRESS

The name of the corporation shall be: DECO COSMETICS, INC. The principal address is: 401 Biscayne Blvd., S-256, Miami, Florida 33132. This is the same as the original Article I of the Articles of Incorporation.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

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ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 240 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively. Further the President and Vice-President shall have equal rights as to any and all matters.

The President shall own 50% of the outstanding shares of stock with his Wife and/or son, Darren Kreitman, as the beneficiary of said shares. The Vice-President shall own 50% of the outstanding shares of stock with her Daughters, Jennifer Winokur and Allison Winokur, as the beneficiary of said shares. If any of the beneficiaries should predecease the Officer(s), then said shares shall pass to the beneficiary at law of the Vice-President and of the President's Wife (Linda Kreitman, the Treasurer/Director) respectively.

ARTICLE VI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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930 Washington Avenue, Suite 205-B, Miami Beach, Florida 33139 * (305) 673-2425

ARTICLE VII
REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent and Registered Office of the Corporation is:

Jennifer Winokur, Esquire
930 Washington Avenue, Suite # 205
Miami Beach, Florida 33139

ARTICLE VIII
BOARD OF DIRECTORS

This corporation shall have 2 Director(s). The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one. The Board of Directors shall have equal rights and powers.

The name and addresses of the Director(s) of this corporation and their respective offices are:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|------------------|--------------------|---|
| Howard Kreitman | President/Director | 401 Biscayne Blvd. #S-256, Mia. Fl. 33132 |
| Florence Winokur | Vice Pres/Director | 401 Biscayne Blvd. #S-256, Mia. Fl. 33132 |

ARTICLE IX

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation,

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Articles of Amendment to Articles of Incorporation
DECO COSMETICS, INC.

and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may anyway be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE X
ELECTION OF S-CORPORATION

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244. This election shall in no way limit officer's/director's rights as provided herein.

ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former director or officer, to the fully extent permitted by law.

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ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE XIV
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing the Original Articles.

SECOND AMENDMENT ADOPTED

The date of each Amendment's adoption: September 3, 2002

THIRD AMENDMENT ADOPTED

The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

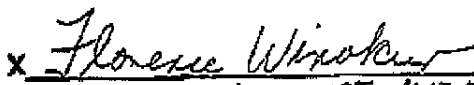
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Articles of Amendment to Articles of Incorporation
DECO COSMETICS, INC.


IN WITNESS WHEREOF, the undersigned subscriber(s) have/has executed these
Articles of Amendment to Articles of Incorporation this 3 day of SEPT., 2002.

x 
Signature of: HOWARD KREITMAN

x 
Signature of: FLORENCE WINOKUR

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was sworn to and subscribed before me this 3 day
of September, 2002 by
Howard Kreitman & Florence Winokur
_____ who is/are personally known to
me ☒ or who produced _____ driver's license(s) ()/passport(s) () as identification
and who did take an oath.


Notary Public -- State of Florida

My commission expires:



Jennifer Winokur
Commission # CC984015
Expires Jan. 12, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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Articles of Amendment to Articles of Incorporation
DECO COSMETICS, INC.

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST - That desiring to organize under the Laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation, at the City of
MIAMI County of MIAMI-DADE State of
Florida, designates JENNIFER WINOKUR, ESQUIRE, 930 Washington Avenue, Suite
205-B, Miami Beach, Florida 33139, 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 this place designated in this Certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping open said office.


JENNIFER WINOKUR, ESQUIRE
Registered Agent

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