



January 26, 1999

P 97000068816

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002756343-3

-01/27/99--01057--001
*****35.00 *****35.00

Re: **Amendment to Articles of Incorporation for
Lion Customs Brokers, Inc.**

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation of Lion Customs Brokers, Inc., along with a check in the amount of \$35.00 representing the amendment fee.

Please process the amendment and provide us with a confirmation of the amendment to the following address:

David J. Taney, Esq.
Perfumania
11701 N.W. 101 Road
Miami, FL 33178

*Amend
2-1-99
DJS*

If you have any questions during processing, please contact me directly at (305) 889-1547.

Sincerely,

Mary L. Espinosa
Legal Assistant

/mle
Enclosure

FILED
99 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE OFFICE

11701 N.W. 101st Road, Miami, Florida 33178 • Phone (305) 889-1600 • Operation Fax (305) 888-9380

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LION CUSTOMS BROKERS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: *(indicate article number(s) being amended, added or deleted)*

Article III – The purpose of the Corporation is hereby amended to read as follows:

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws. Without limiting the foregoing, the Corporation may transact customs brokerage business.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of the amendment's adoption is January 22, 1999.

FOURTH: Adoption of Amendment:

The amendment was approved by the Board of Directors and sole shareholder of the Corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 22nd day of January, 1999.



Gary Goldfarb
Vice President

FILED
99 JAN 27 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA