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BASIC AMENDMENT

B'ME CLOTHING FOR -U- INC.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 18, 2003

B'ME CLOTEING FOR -U- INC. 3955 SW 137 AVENUE SUITE 1 MIAMI, FL 33175

SUBJECT: B'ME CLOTHING FOR -U- INC.

REF: P97000074744

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Teresa Brown Document Specialist FAX Aud. #: H03000319128 Letter Number: 903A00062403

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HO 3000319128

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

B'ME CLOTHING FOR -U- 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 (x) adopted: (indicate article number(x) being amended, added or deleted)

ADD JESUS F. AVENDANO 6604 SHORT BAY PLACE TAMPA, FL 33615 PRESIDENT

CHANGE FROM PRESIDENT TO VICE-PRESIDENT LUZ D, AVENDANO 3955 SW 137 AVENUE MIAMI, FL 33175

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:

THIRD: The date of each amendment's adoption:

November 11, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The Amendment (s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.
- The Amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient

LAZARUS CORPORATION

FAX:3052201440

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H03000319128

for approval by	46
	Voting group
and shareholder action was not required,	the board of directors without shareholder acti
The amendment (s) was/were adopted by and shareholder action was not required.	the incorporators without shareholder action
mid simenoider action was not required.	
Signed this day of	1-03
	<u> </u>
Signature Sus Docuf a Vaude (By the Chairmen or Vice Chairman of the B	mo.f
	sent of Directors, President or other officer if adopted by the
shareholders)	
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By a director if adop	ted by the directors)
O.	₹
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(By an incorpora or if ado	ned by the incorporators)
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