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 -10/21/98--01032--003
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- MARCELLA'S BEAUTY SALON, INC.
 (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARCELLA'S BEAUTY SALON, INC.

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

FIRST: Amendment (s) adopted: (Indicate article number(s) being amended, added deleted)

ARTICLE VI - BOARD OF DIRECTORS

The name(s) and address (es) of the Directors to these Articles of Incorporation are:

Francisco Baeza - President
1601 S.W. 14 Street
Miami, Florida 33145

Marcela Baeza - Vice President
7274 S.W. 8th Street
Miami, Florida 33144

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 this amendment's adoption: September 21, 1998

FOURTH: Adoption of Amendment (s) (Check one)

_____ The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment (s) was /were adopted by the board of directors without shareholder action and shareholder action was not required.

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_____ The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

_____ The amendment (s) was/were approved by the shareholders through a voting group.

{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 for approval by _____
(voting group)

Signed this 21 day of September, 1998 .

By: Francisco Baeza 9/29/98
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (A director or incorporator if adopted by the directors of incorporators)

Francisco Baeza

(Typed or printed name)

President

(Title)