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(((H97000020631 2)))

DIVISION OF CORPORATIONS TO:

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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

072450003255 ACCT#:

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ARIEL'S JEWELERY NO. 2, INC.

AUDIT NUMBER...... H97000020631 DOC TYPE.....BASIC AMENDMENT

PAGES.....

DEL.METHOD..

CERT. OF STATUS...0
CERT. COPIES.....0

EST.CHARGE.. \$35.00

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 17, 1997

ARIEL'S JEWELERY NO. 2, INC. 8334 SW 8TH ST. MIAMI, FL 33144

SUBJECT: ARIEL'S JEWELERY NO. 2, INC.

REF: P97000104297

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H97000020631 Letter Number: 497A00059406 S

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ARIEL'S JEWELERY NO. 2, INC.

AUDIT NUMBER.....H97000020631
DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 CERT. COPIES.....0

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December 16, 1997

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REF: P97000104297

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The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

THE PREPARER'S STATEMENT MUST INCLUDE THE ATTORNEY'S FLORIDA BAR NUMBER.

PLEASE STATE WHAT ARTICLES I AND XI ARE AMENDING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H97000020631 Letter Number: 197A00059042

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97 DEC 17 PM 2: 10

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PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

(((H97000020631 2)))

TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT PHONE: (305)541-3694

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PAGES.....

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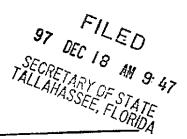
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H97000020631 ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



ARIEL'S	JEWELERY (pre-	NO.2,	INC.		

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 or deleted)
ARTICLES BEING AMENDED ARE THE FOLLOWING:
ARTICLE I
ARTICLE XI

Amend corporation name from Ariel's Jewerely No.2, Inc. to "ARIEL'S JEWELRY NO.2, INC." wherever the word Jewelry is mispelled.

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
Prepared by:
Carlos C. Lopez-Aguiar, Esq.
2300 Coral Way -Suite 100
Miami, Florida 33145
(305) 856-7777

H97000020631

(305) 856-7777
FL. Bar No. 206393
THIRD: The date of each amendment's adoption: 12/15/97

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FOI	JRTH: Adoption of Amendment(s) (CHECK ONE)
ם	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 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 for approval byvoting group
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	shareholder action was not required. The amendment(s) was were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 15th of December 19 97 Signature (By the Chairmen or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	O R
	(By an incorporator if adopted by the incorporators)
	ARIEL ACOSTA Typed or printed name
	Director, President and Secretary Tile

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