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THE PYE LAW FIRM

A Professional Association

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April 1, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Dear Sir or Madam:

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-04/05/99--01001--004

*****35.00 *****35.00

Please find enclosed the *Articles of Amendment* to Pride Factory, Inc., changing its name to **Abbaesque, Inc.**, same was a part of its sale to the new owner of the name. Thus, I also include the new *Articles of Incorporation* for the following business, **Pride Factory, Inc.**

Enclosed as well is a check in the amount of \$122.50, for the new corporation and \$35.00 for the Amendment to the old corporation. Please file this Amendment, and the new corporation Articles and forward same back to my attention with Certificate and an Acknowledgement at the above address.

Yours truly,


Thomas G. Pye
For the Firm

FILED
99 APR -2 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -2 PM 2:29
DIVISION OF CORPORATIONS

Thomas Pye **SAVE**
AUTHORIZATION BY PHONE TO
CORRECT acceptance by
DATE 4/5/99
DOC. EXAM 58

RA

Amend
+ N/C
4/5/99
58

FILED

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
PRIDE FACTORY, INC.

99 APR -2 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Statutes, the Articles of Incorporation of Pride Factory, Inc, are hereby amended pursuant to a written consent in lieu of a meeting thereof by the holders of all of the Corporation's common stock and all the Corporation's Directors on the 29 day of March, 1999, as follows:

1. The name of the Corporation when it was filed is Pride Factory, Inc.
2. Article I is hereby amended as follows:

The name of this Corporation Abbaesque, Inc.

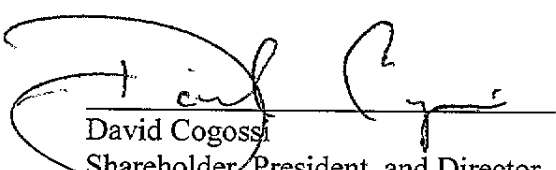
3. Article iv is amended as follows:

The registered agent is :

**David Cogossi
615 NE 20th Street
Wilton Manors, FL 33305**

4. The Amendment was adopted by the Shareholders and Directors of the Corporation 100% consent on the 29 day of March, 1999.

In WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation this 29 day of March, 1999.


David Cogossi
Shareholder, President, and Director

I am familiar with and accept
the obligations as registered agent.