

P98000024857

TRANSMITTAL LETTER

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

800003048418--4
-11/18/99-01044-009
*****35.00 *****35.00

RE: Pat Ray AI Corporation

Dear Representative,

Please accept the enclosed Articles of Amendment and check for \$35.00 to record these amendment to our Articles of Incorporation.

Please return all correspondence concerning this matter to the following:

Albert Malave
1541 NE 167th Strret
North Miami Beach, FL 33162

Should you need to call someone concerning this matter, please call:

Albert Malave at (305) 947-1501.

FILED
99 NOV 18 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend MC

T. LEWIS NOV 18 1999

ARTICLES OF AMENDMENT
To The Articles of Incorporation
of
Pat Ray AI Corporation.

The undersigned directors wish to amend the Articles of Incorporation for **Pat Ray AI Corporation.** as described below. This amendment was adopted by the board of directors and it was determined that shareholder action was not required.

Article I
Name of the Corporation

The name of this corporation shall be changed to :

DB Fashion and Fantasy, Inc.

Article VI
Registered Agent

The name and address of the Registered Agent this corporation is:

Deyanira B enavides
1258 NW 3rd Street #6
Miami, FL 33125

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

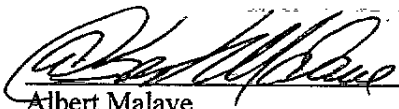
Article VII
Board of Directors


This corporation shall have one (1) director. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The name and address of the Board of Directors of this corporation is:

Deyanira B enavides – President
1258 NW 3rd Street #6
Miami, FL 33125

The undersigned directors have executed these Articles of Amendment this 10th day of November, 1999.


Albert Malave
5436 NW 57th Street
Tamarac, FL 33319


Ray Rodriguez
5436 NW 57th Street
Tamarac, FL 33319

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

The name and address of the registered agent and office is:

Deyanira B enavides
1258 NW 3rd Street #6
Miami, FL 33125

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deyanira Benavides
Signature

11/15/98
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314