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LAW OFFICES  
**MELVIN WOLFE**  
PROFESSIONAL ASSOCIATION

MELVIN WOLFE

SUNLIGHT TRADING BUILDING  
7249 N.W. 36TH COURT  
MIAMI, FLORIDA 33147  
TELEPHONE (305) 889-0800  
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April 26, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000002856290--8  
-04/29/99--01056--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: VENEZ TEXTILES, INC.

Gentlemen:

Enclosed is a check in the amount of \$35.00 representing your charge for filing the enclosed Articles of Amendment. Please forward a conformed copy of the Article once they have been filed.

Thank you for your cooperation in this matter and should you have any questions please do not hesitate to contact our office.

Very Truly Yours,

MELVIN WOLFE, P.A.

BY: 

Melvin Wolfe, Esquire

MW/myt

Encls.

cc: Abraham Kattan - Sunlight Trading, Inc

FILED  
99 APR 29 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
DEC 5-7

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VENEZ TEXTILES U.S.A., INC.

FILED  
99 APR 29 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the Florida Business Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Venez Textiles U.S.A., Inc.
2. The following amendment was unanimously adopted by all of the directors and shareholders of the corporation on the 19th day of March, 1999.

RESOLVED, that Article IV of the Articles of Incorporation of Venez Textiles U.S.A., Inc. is hereby amended by deleting the paragraph, by substituting the following in its place:

"ARTICLE IV

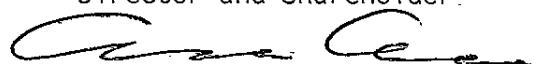
The aggregate number of shares which the corporation is authorized to issue 10,000 shares of Capital Stock. Such share shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated."

Dated: March 19, 1999

VENEZ TEXTILES U.S.A., INC.  
a Florida Corp.

BY:   
ABRAHAM KATTAN, President  
Director and Shareholder

Attest:   
RAHAMIN KATTAN, Secretary  
Director and Shareholder

BY:   
ARSENIO ALFONSO, Director  
and Shareholder