INTERNATIONAL FASHION GROUP CORP.

2450 HOLLYWOOD BLVD. SUITE 202 HOLLYWOOD, FL 33020

Phone: (954) 925-7715 Fax: (954) 925-7808

July 23, 1998

DIVISION OF CORPORATIONS

ATTN: AMENDMENT SECTION P.O. BOX 6327 TALLAHASSEE, FL 32314

Subject: Articles of Amendment to Articles of Incorporation

Dear Sirs:

Enclosed are an original and one (1) copy of the articles of amendment to the articles of incorporation and a check for \$35.00.

*****35.00

ANGELO CECIARELLI

2450 Hollywood Blvd. Suite 202 Hollywood, Florida 33020

Phone: (954) 925-7715

Amend. 7-28-98 CS-

<u>ARTICLES OF AMENDMENT</u> <u>TO</u> <u>ARTICLES OF INCORPORATION</u> <u>OF</u> INTERNATIONAL FASHION GROUP CORP.

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

FIRST: Article II being amended to read as follows:

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 2450 Hollywood Blvd. Suite 202 Hollywood, FL 33020

And the mailing address of the corporation shall be: 2450 Hollywood Blvd. Suite 202 Hollywood, FL 33020

SECOND: The date of the amendment's adoption is 07/22/98.

THIRD: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of July 1998.

ANGELO CECIARELLI

Incorporator; President; Director

LISA EVERY-CLAYTON

Incorporator; Vice- President; Director

DONALD EVERY-CLAYTON

Incorporator; Treasurer, Secretary; Director