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BASIC AMENDMENT

HOLLYWOOD DIAMOND & JEWELRY EXCHANGE, INC.

Certificate of Status	0
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Amendment

8/6/01

8/3/01 5:15 PM

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②

**AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
HOLLYWOOD DIAMOND & JEWELRY EXCHANGE, INC.**

We, the undersigned, hereby agree to this Amendment to the Articles of Incorporation of HOLLYWOOD DIAMOND & JEWELRY EXCHANGE, INC. a Florida corporation, and hereby amend same as follows:

**ARTICLE II**

The name(s) and address(es) of the new Board of Directors are:

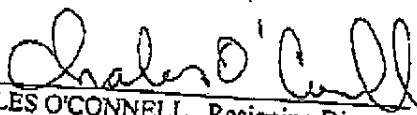
LEANN BACH  
2910 OAKWOOD BOULEVARD  
HOLLYWOOD, FLORIDA 33020

CHARLES O'CONNELL resigns herewith.

We, the undersigned, being all the directors of HOLLYWOOD DIAMOND & JEWELRY EXCHANGE, INC. for the purpose of submitting this Amendment to the Articles of Incorporation, do subscribe and acknowledge this Amendment, hereby declaring and certifying the facts herein stated are true, and accordingly, have hereunto set our hands this date: AUGUST 2, 2001.

This cause came before the shareholders of the corporation on AUGUST 2, 2001, and was unanimously approved.

x   
LEANN BACH, President/Director

x   
CHARLES O'CONNELL, Resigning Director

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This Amendment to the Articles of Incorporation Prepared By:  
Anthony G. Coleman, Jr., Esq.  
3275 West Hillsboro Boulevard Suite 207  
Deerfield Beach, Florida 33442  
(954) 354-2785  
Florida Bar Number 368563

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