P9800061438

Cosme J. de la Torriente, P. A.

Attorney and Counsellor at Law

Miami, Florida 33129

October 2, 1998

Amendments Section Secretary of State P.O. Box 6327 Tallahassee, Florida 32314

RE: MILLENNIUM SHOE COMPANY

800002655588---C -10/05/98--01079--009 ******35.00 *****35.00

Dear Madam or Sir:

In connection with the above captioned corporation enclosed please find the Articles of Amendment to be filed, together with my check in the amount of \$35.00 to cover the filing fee. If everything is in order please return a stamped copy to the undersigned at your earliest convenience in the enclosed self addressed stamped envelope.

If you have any questions please do not hesitate to contact the undersigned.

Very truly yours,

Cosme de la Torriente, Esquire

CT/bna
Enclosures

COFFECT



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 13, 1998

Cosme J. De La Torriente, P.A. 155 S.W. 25th Rd. Miami, FL 33129

SUBJECT: MILLENIUM SHOE COMPANY

Ref. Number: P98000061438

We have received your document for MILLENIUM SHOE COMPANY and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

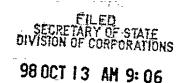
Per our phone conversation yesterday, our office granted the name of MILLENIUM SHOE COMPANY in error on September 4, 1998 as we had of record another corporation by the name of THE MILLENNIUM SHOE CORP. which was incorporated on August 21, 1997. Therefore we cannot grant the change of name for your client from MILLENIUM SHOE COMPANY to MILLENNIUM SHOE COMPANY. Your client may use the name MILLENNIUM SHOE COMPANY with the addition of at least one major word or words. For instance the name MILLENNIUM SHOE COMPANY OF SOUTH FLORIDA would be acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne Senior Section Administrator

Letter Number: 898A00050689



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

MILLENIUM SHOE COMPANY

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THE FOLLOWING ARTICLES ARE HEREBY AMENDED TO READ AS FOLLOWS:

ARTICLE ONE NAME:

THE NEW NAME OF THE CORPORATION SHALL BE AS FOLLOWS:

MILLENNIUM INTERNATIONAL SHOE COMPANY

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption:

September 3, 1998

FOURT	H: Adoption of Amendment(s) (check one)
	e amendment(s) was/were approved by the shareholders. The number of otes cast for the amendment(s) was/were sufficient for approval.
	e amendment(s) was/were approved by the shareholders through voting roups.
	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	e amendment(s) was/were adopted by the board of directors without nareholder action and shareholder action was not required.

XX_The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3 day of September, 1998.

Signature

COSME DE LA TORRIENTE

TYPED OR PRINTED NAME

INCORPORATOR TITLE