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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AMERICAN STAR MIAMI, INC.

Certificate of Status	0
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Page Count	03
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN STAR MIAMI, INC.

1. The name of the corporation is American Star Miami, Inc. (the "Corporation").
2. Articles I of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

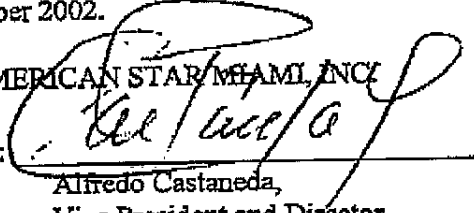
3. These Amendments were recommended by the board of directors to the Corporation's shareholders on September 20, 2002.

4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, American Star Miami, Inc., has caused these Articles of Amendments to be executed on this 20th day of September 2002.

AMERICAN STAR MIAMI, INC.

By:


Alfredo Castaneda,
Vice President and Director

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ATTACHMENT A

ARTICLE I

The name of this corporation is: Arion Perfume & Beauty, Inc.

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