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ARION PERFUME & BEAUTY, INC.

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March 14, 2003

ARION PERFUME & BEAUTY, INC.
1290 WESTON RD
#214
WESTON, FL 33326US

SUBJECT: ARION PERFUME & BEAUTY, INC.
REF: P98000077686

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6880.

Karen Gibson
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARION PERFUME & BEAUTY, INC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

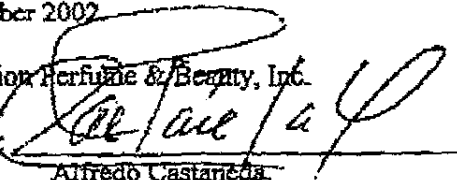
1. The name of the corporation is Arion Perfume & Beauty, Inc. (the "Corporation").
2. Articles VI of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on December 1, 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, Arion Perfume & Beauty, Inc., has caused these Articles of Amendments to be executed on this 16th day of December 2002

Arion Perfume & Beauty, Inc.

By: 

Alfredo Castaneda,
Vice President and Director

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ATTACHMENT A

ARTICLE VI

OFFICERS

The number of officers constituting the initial board of directors is/are (2). The name and address of each officer is:

EUGENE KARAM
PRESIDENT
2793 Oakbrook Drive
Weston, FL 33332

ALFREDO J. CASTANEDA
VICE-PRESIDENT
2793 Oakbrook Drive
Weston, FL 33332

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