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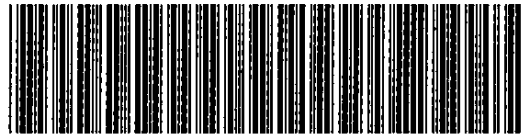
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Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION:

Benz Jewelry, Inc

DOCUMENT NUMBER:

P98 0000 79935

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SANDRA A PEREZ

(Name of Contact Person)

PB&A FINANCIAL SERVICES CORP

(Firm/ Company)

174 NE 96 ST

(Address)

MIAMI, FL. 33138

(City/ State and Zip Code)

For further information concerning this matter, please call:

SANDRA A PEREZ

(Name of Contact Person)

at (305) 758-1136

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BENZ JEWELRY INC**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE IV

The name and address of the Board of Directors shall be:

Abokhay Pinkhasov - *President*
18901 South Dixie Hwy
Perrine, Fl 33157

The date of adoption of this amendment was the 14th day of November, 2006.

The amendment were adopted by the Board of Directors without shareholder action and shareholder action was not required.

These articles will become effective upon filing with the office of the Secretary of State of the State of Florida.

AB.

Abokhay Pinkhasov/President

11/14/2006

Date