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BASIC AMENDMENT

OQUENDO JEWELRY MFG. INC.

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Amendment

11-6-01

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ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
OQUENDO JEWELRY MFG. INC.
DOC.# P98000080593

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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 the article number(s) being amended, added or deleted)

SHAREHOLDER

THE NAME AND ADDRESS OF THE SOLE SHAREHOLDER WILL BE:

ROLANDO R. OQUENDO 100%
902 N. 32 AVE.
HOLLYWOOD, FL 33021

PLEASE NOTE ALL OTHER OFFICERS/DIRECTORS WILL REMAIN THE SAME

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

ROLANDO R. OQUENDO 100%

THIRD: The date of each amendment's adoption: **12-01-98**

FOURTH: Adoption of Amendment(s) (check one)

X the amendment(s) was/were approved by the board of directors without shareholder action and shareholder action was not required.

Signature *Rolando R. Oquendo*
ROLANDO R. OQUENDO (P/D)

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