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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

LEGACY APPAREL CORP.

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KRG AMEND
10/31/00

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ARTICLES OF ADMENDMENT TO ARTICLES OF INCORPORATION
OF

Legacy Apparel Corp.

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00 OCT 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: Amendments adopted:

PRINCIPAL OFFICE

The principal place of business or mailing address of the Corporation shall be located at 6831 NW 37 Court, Miami, Florida 33147.

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The directors, who shall hold office until his successor has been elected and qualified are:

Name of Director(s):

Director(s)' Address(es):

Jose Campos

6831 NW 37 Court,
Miami, Florida 33147

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William Balladares

6831 NW 37 Court,
Miami, Florida 33147

SECOND: The name of the officers of the corporation are:

Jose Campos

President & Treasurer

William Balladares

VicePresident & Secretary

THIRD: The admendments were adopted by the board of directors without shareholder action and shareholder action was not required.

FOURTH: The date of each amendment's adoption: October 30 2000.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Admendment to Articles of Incorporation in the City of Miami, State of Florida, on October 30, 2000.



Jose Campos, Director

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