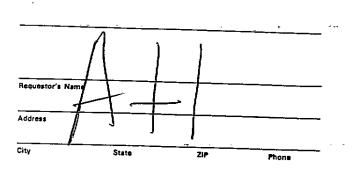
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CORPORATION(S) NAME

	Fast & Fit F	ashions
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() Foreign	() Dissolution	The second secon
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of Registered Agent 43 () Certificate Under Seal 53 () After 4:30 P () Mail Out 88
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Updater		
Verifier		
Acknowledgment		

CR2E031 (R8-85)

W.P. Verifier

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED

2002 OCT 10 PM 12: 02

SECRETARY OF STATE ALLAHASSEE, FLORIDA

FAST AND FIT FASHIONS, INC.

(present name)

P98000089755

(Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VI - BOARD OF DIRECTORS
THE FOLLOWING DIRECTOR IS BEING DELETED FROM THE BOARD.

Mr. Roberto Ojalvo

12520 NW 53rd Street Coral Springs, FL, 33076

Article VI - BOARD OF DIRECTORS
THE FOLLOWING DIRECTOR IS BEING ADDED TO THE BOARD.
Mr. Carlos Martinez
Vice President
1181 SW 139th CT
Miami, FL, 33184

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

THIRD:	The date of each amendment's adoption: October 9,2002		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)			
	(voting group)		
2	The amendment(s) was/were adopted by the board of directors without shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signature_	Signed this 9th day of October 2002 (By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by		
the shareholders)			
OR			
(By a director if adopted by the directors)			
	OR		
(By an incorporator if adopted by the incorporators)			
	Otto Martinez		
(Typed or printed name)			
	P/D		
	(Title)		

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