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BASIC AMENDMENT

MARCELA ACOSTA MADE IN ITALY INC.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Marcela Acosta Made In Italy Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Marcela Acosta Made In Italy Inc. to Marcella Acosta Made In Italy Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Marcela Acosta Made In Italy Inc

By: _____

by L.A. Uriarte as attorney-in-fact

Name: Marcela Acosta

Title: President

Date: 11.23.98

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American Incorporators Ltd.
1220 North Market Street, Suite 606
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