

P99000002236

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January 22, 1999

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-02/01/99--01132--009
*****52.50 *****52.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

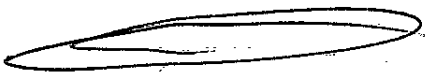
Re: ARTICLES OF AMENDMENT TO ARTICLES OF INFORPORATION OF "REYES
DEL MAR JEWELERS, INC.", (Num.# P99000002236)

Dear Sirs:

Enclosed you will find for recording the Articles of Amendment of REYES DEL MAR
JEWELERS, INC. Also enclosed is a check in the amount of \$52.50 to cover your fees for a
certified copy of these documents once recorded and a self-addressed stamped envelope.

Should you have any questions regarding this matter, do not hesitate to contact the
undersigned.

Sincerely,



Francis X. Santana, Esq.

FXS:gv
Enclosure

FILED
99 FEB -1 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
2-5-99
cc

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REYES DEL MAR JEWELERS, INC.

FILED
99 FEB - 1 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

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

Article IX: Officers of the Corporation:
Luis Reyes, President, 7600 West 70 Place, Hialeah, FL 33014;
Ricardo Penton, Vice President, 1400 North 74 Terrace, Hollywood, FL 33024;
Viviana Reyes, Secretary, 7600 West 70 Place, Hialeah, FL 33014

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: January 21, 1999.

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)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 21st day of January, 19 99.

Signature



(By the Chairman or 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)

Luis Reyes

Typed or printed name

President

Title