

P99000003486

February 1, 2002

Via Airborne Express

Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32304

600004864846--7
-02/04/02--01081--010
*****43.75 *****43.75

**Re: Articles of Amendment to Articles of Incorporation of
PERFUMANIA INTERNATIONAL FRANCHISING,
INC.
Document Number: P99000003486**

To Whom It May Concern:

Enclosed please find Articles of Amendment for the above-
referenced document.

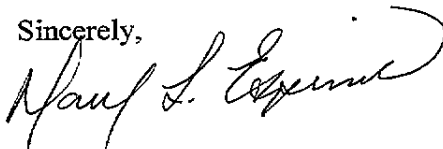
Also, attached please find our check number 208580 in the amount
of \$43.75 representing the fee for the amendment and a certified
copy of same.

Please make the requested changes and provide us with certified
copy of amendment to the following address

**Mary L. Espinosa
Perfumania
11701 NW 101 Road
Miami, Florida 33178**

Should you have any additional questions, please do not hesitate to
contact me directly at (305) 889-1547 or fax me at (305) 888-9388.

Sincerely,



Mary L. Espinosa
Legal Assistant

/mle
Enclosures

Amend/cc
2/4/02
10

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -4 AM 10:17

Perfumania®
www.perfumania.com

Corporate Office: 11701 NW 101st Road, Miami, Florida 33178 • Tel: (305) 889-1600

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PERFUMANIA INTERNATIONAL FRANCHISING, INC.

PERFUMANIA INTERNATIONAL FRANCHISING, INC.

(present name)

P000003486

(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)*

-Please make the following changes to the titles of the officers/directors:

Geller, Jeffrey - President

Lekach, Ilia - CEO

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DIVISION OF CORPORATIONS
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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 31, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

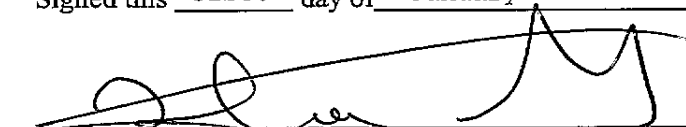
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☒ 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.

Signed this 31st. day of January, 2002

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)

Ilia Lekach

(Typed or printed name)

Chairman

(Title)