TOTAL BUSINESS SERVICES INC.

CHIE-KYOUNG HOBAN, C.P.A. 8840 S. W. 67 Court, Miami, FL 33156 Tel. (305) 593-5819 Fax (305) 715-9003

Secretary of State Division of Corpoations P. O. Box 6327 Tallahassee, FL 32314

RE: Kalilee FashionInc. Articles of Amendment

Dear Sirs/Madam:

Enclosed is an article of amendment for above corporation, and \$35.00 fee.

Please mail back one stamped copy to:

Chie Hoban, CPA 8840 SW 67 Court Miami, FL 33156. 500002889445--4 -05/28/99--01052--004 *****35.00 ******35.00

Thank you.

Sincerely_

Chie K. Hoban

enc.

N/C

ARTICLES OF AMENDMENT

TO

99 MAY 28 PM 12: 08
SECRETARY OF STATE
ALLAHASSEE FI OPIOA

ARTICLES OF INCORPORATION

OF

KALILEE FASHION INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

The name of the Corporation in Article I shall be:

GALILEE FASHION INC.

The name of the initial board of Directors and Officers in Article VII shall

be:

SOON HUI LEE, as President/Secretary/Treasurer/Director.

SECOND:

The date of each amendment's adoption: May 15, 1999.

THIRD:

The amendments were approved by the shareholder. The number of votes

cast for the amendments was sufficient for approval.

Singed this 15th day of May, 1999.

Kalilee Fashion Inc.

Soon Hui Lee. President & Director