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LAW OFFICES
STEVEN A. FRANKEL, P.A.
A PROFESSIONAL ASSOCIATION
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 200
COOPER CITY, FLORIDA 33024

STEVEN A. FRANKEL
ALSO MEMBER NEW YORK BAR

(305) 432-2200
FAX (305) 437-7916

December 21, 1999

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

RE: Name Change for "Watch This, Inc." to Watch This Optical, Inc.

To whom it may concern:

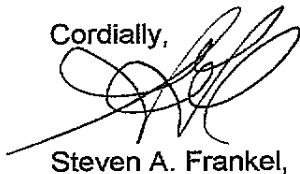
Enclosed please find an original and one copy of the articles of Amendment to the Articles of Incorporation for Watch This, Inc. changing it's name to Watch This Optical, Inc. together with our check in the amount of \$43.75 reflecting filing fees and a Certificate of Status reflecting the new name of the corporation. Please forward the Certificate of Status to our new address as follows:

Mail to: **Steven A. Frankel, P.A.**
3660 Washington Lane
Cooper City, Florida 33026

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-12/23/99--01075--006
*****43.75 *****43.75

Thank you for your time and consideration.

Cordially,



Steven A. Frankel,

For the Firm

SAF/ms

Cc: Alan Amiel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 23 PM 12:39

Name change
LFS
1-6-2000

ARTICLES OF AMENDMENT
TO
WATCH THIS, INC.
A Florida Corporation

99 DEC 23 PM 12:38

Whereas, at a special meeting of the Board of Directors and Shareholders, duly called and held in the City of Cooper City, Florida, on the 7th of December, 1999, at 10 A.M., at which meeting 100% of the shares of the capital stock of said Corporation issued and outstanding were represented in person or by proxy, a resolution was adopted by unanimity authorizing the change of name of the corporation to WATCH THIS OPTICAL, INC.; and

Whereas, the Officers were authorized and directed to make, execute and file a certificate under the corporate seal of the Corporation embracing the foregoing resolution.

NOW, THEREFORE WITNESSETH:


1. Article I of the Articles of Incorporation of this corporation is hereby amended so as to change the name of the Corporation from WATCH THIS, INC. to WATCH THIS OPTICAL, INC.; and that to the end Article I is hereby changed to read as follows:

ARTICLE I. NAME


The name of the corporation shall be:

WATCH THIS OPTICAL, INC.

IN WITNESS WHEREOF, the undersigned officers have hereunto set forth their hands and seals this 7th day of December, 1999.

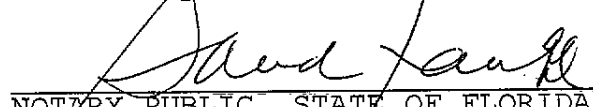

Alan Amiel
President


ATTEST:


Alan Amiel, as
Secretary

I hereby certify that on this day personally appeared ALAN AMIEL as secretary and president of WATCH THIS, INC., to me well known to be the person described in and who executed the foregoing Articles of Amendment, and who acknowledged the said Articles to be the act and deed of the signers, and that the facts therein set forth are true

WITNESS my hand and official seal, this 7th day of December, 1999.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
my commission expires:

 Sandra Frankel
My Commission CC687916
Expires October 12, 2001