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 OF COUNSEL

August 25, 1999

Divisions of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

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 *****35.00 *****35.00

Please record the enclosed amendment for 119th Street Fashions, Inc., and send proof of said recordation to the undersigned attorney. Thank you.

Sincerely,

Jacquelyn L. Wooden, Esq.
 JLW/vs

enc

cc: Cassandra Davis
 119th Street Fashions, Inc.

*Amend
 9-8-99
 DLS*

CLERK OF STATE
 TALLAHASSEE, FLORIDA

99 AUG 27 AM 9:57

FILED

FILED
99 AUG 27 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

119th Street Fashions, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article 5 of the Articles of Incorporation is amended as follows:

THE OFFICERS OF THE CORPORATION ARE AS FOLLOWS:

- CASSANDRA DAVIS, President
- ANDREW DAVIS, Vice President
- ROSHAWN DAVIS, Secretary/Treasurer

SECOND: Amendment adopted: Article 6 of the Articles of Incorporation is amended as follows:

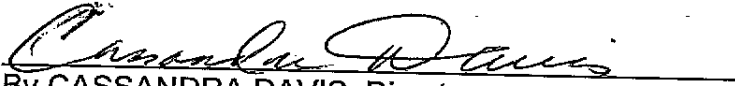
THE CORPORATION SHALL HAVE THREE DIRECTORS:

- CASSANDRA DAVIS, President
- ANDREW DAVIS, Vice President
- ROSHAWN DAVIS, Secretary/Treasurer

THIRD: The date of the amendment's adoption is this 9th day of August, 1999.

The amendment was adopted by the Officers and Directors without shareholder action and shareholder action was not required. No further Amendment of the Articles of Incorporation is done and shall remain in force and effect until further action by the Directors of 119th Street Fashions, Inc.-- a Florida for-profit Corporation.

Signed this 10th day of AUGUST, 19 99.


By CASSANDRA DAVIS, Director
Chairman of the Board