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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE CANDLE STORE COMPANY
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE AUG 27 1999

Examiner's Initials

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

THE CANDLE STORE COMPANY

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TALLAHASSEE, FLORIDA

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 adopted:

ARTICLE I - NAME

The name of the Corporation will be: Remain the same

The principal place of business of this corporation: 17 S Atlantic Blvd., Suite R-230
Ft. Lauderdale, FL. 33316-1530

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 option was: August 11, 1999.


FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FIFTH: The registered office of the corporation shall be: Remain the same.

SIXTH: The name and street address of the officers and directors shall be:

Jacqueline Defrancesco
17 S Atlantic Blvd., Suite R-230
Fort Lauderdale, FL. 33316-1530
President/Secretary/Director

Signed this 24th. day of August, 1999.

By: 
Jacqueline Defrancesco
President/Initial Incorporator