Division of Corporations

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BASIC AMENDMENT

FUNKY FASHION ACCESSORIES, INC.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 31, 1999

FUNKY FASHION ACCESSORIES, INC. 827 NW 81 AVE PLANTATION, FL 33324

SUBJECT: FUNKY FASHION ACCESSORIES, INC.

REF: P99000030824

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE OLD NAME MUST APPEAR IN THE HEADING OF THE DOCUMENT. THE NEW NAME SHOULD ONLY APPEAR UNDER ARTICLE I - NAME CHANGE.

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Darlene Connell Corporate Specialist FAX Aud. #: H99000021840 Letter Number: 099A00043452 Fax Audit Number: H990000218406

Articles of Amendments

Of

Funky Fashion Accessories, Inc.

(Document Number: P99000030824)

Article I – NAME CHANGE



The new name of the corporation shall be:

Funky Fish USA, Inc.

Article II - OFFICER & DIRECTOR ELECTION

The officer and board of directors of the corporation is:

President/Chairman Arik Cohen 827 N.W. 81st Avenue Plantation, FL 33324

Prepared By: David Torchin, C.P.A., P.A. 8211 West Broward Blvd., Suite 200 Plantation, FL 33324-2726 Phone: (954) 472-3124 Fax: (954) 472-0067

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Article III - OFFICER & DIRECTOR REMOVAL

The following officer and director shall be <u>removed</u> from the corporate records of the corporation:

Shimon Swisa 6101 Old Court Road Boca Raton, FL 33433

Article IV - Effective Date

The date of these Articles of Amendments shall be effective July 10th, 1999.

Article V - Adoption Date

The date of these Articles of Amendments were adopted July 10th, 1999.

Article IV - Corporate Meeting

These Articles of Amendments were adopted by a meeting of the board of directors, a quorum being present.

Prepared By:
David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
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Fax Audit Number: H990000 218406

The meeting's chairman was Arik Cohen

These articles of amendments were approved by 100% vote of all outstanding stockholders.

Dated this 20th day of July, 1999.

Signed:

Arik Cohen, President/Director

Phone: (954) 472-3124 Fax: (954) 472-0067 3