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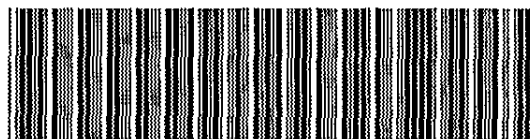
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TALLAHASSEE, FLORIDA

Amend ps 12/11/02

LAW OFFICES
RYAN & RYAN, P.A.
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
JOSHUA S. PINSKY
**Board Certified City,
County and Local
Government Lawyer*

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

December 2, 2002

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
REINA COSMETICS, INC.
Our File Number : 17841-C


Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of Reina Cosmetics, Inc., together with our Trust Account Check Number 17055, payable to the Department of State in the sum of \$43.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
Total:	\$ 43.75

Please return the certified copy of the Articles of Amendment to the undersigned.

Very truly yours,


ARCHIE J. RYAN III

AJR-III:les
Encls.

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
REINA COSMETICS, INC.**

The following Amendment to the Articles of Incorporation of REINA COSMETICS, INC. were adopted by all of the stockholders of the corporation on December 2, 2002.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time as provided by the By-Laws of this corporation.

The names and addresses of the Board of Directors of the corporation who shall hold office for the next year, or until their successors are elected and have qualified, shall be:

RIAD EL-KHATIB
2700 South Orange Blossom Trail
Orlando, Florida 32805

ARTICLE X - OFFICERS (New Article)

The names and addresses of the Officers of the corporation who shall hold office for the next year, or until their successors are elected and have qualified, shall be:

President	-	RIAD EL-KHATIB 2700 South Orange Blossom Trail Orlando, Florida 32805
Secretary	-	RIAD EL-KHATIB 2700 South Orange Blossom Trail Orlando, Florida 32805
Treasurer	-	RIAD EL-KHATIB 2700 South Orange Blossom Trail Orlando, Florida 32805

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In all other respects, the Articles remain the same.

DATED at Dania Beach, Florida, this 2nd day of December, 2002.

REINA COSMETICS, INC.

By: 
RIAD EL-KHATIB, President

ATTEST:

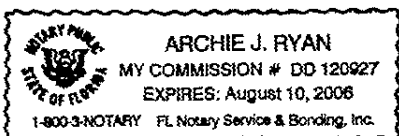

RIAD EL-KHATIB, Secretary

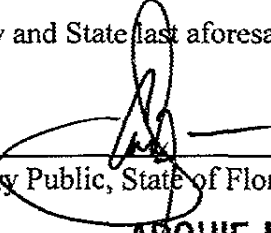
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared RIAD EL-KHATIB, known to me to be the President and Secretary respectively of REINA COSMETICS, INC., a Florida corporation, the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that I relied upon the following form of identification of the above-named person: Florida Driver License and that no oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of December, 2002.

My Commission Expires:




Notary Public, State of Florida

Printed Name: ARCHIE J. RYAN III