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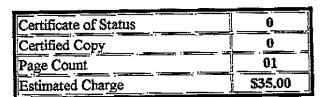
Account Name : BLOCH & MINERLEY, Account Number : 119980000064

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BASIC AMENDMENT

CASA MODA, INC.



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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CASA MODA, INC.

Pursuant to F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

The name of the Corporation is CASA MODA, INC. and the date of its

incorporation is May 5, 1999.

SECOND: Article II entitled Address of the Articles of Incorporation is amended to read:

The mailing address of the Corporation is:

433 Plaza Real Suite 275 Boca Raton, FL 33432

THIRD:

Article IV entitled Board of Directors of the Articles of Incorporation is amended

to read:

The name of each member of the Corporation's Board of Directors is:

Bernard D. Lipsitz David Edenburg Douglas A. Bender

FOURTH: The date of adoption of these Amendments May 17, 1999.

The undersigned incorporator executed these Articles of Amendment to the Articles of Incorporation on May 14, 1999, and said amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

STUART E. BLOCH

Incorporator

Stuart E. Bloch, Esq., Florida Bar No. 886459 Bloch & Minerley, P.L.

980 N. Federal Highway, Suite 205

Boca Raton, FL 33432

(561) 362-6699