99000041116 CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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| The Modeling Store, Inc.                               | 5000032393260<br>-05/04/0001044013<br>  |
| G. COULLIETTE MAY 4 2000                               | Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File Dnoto RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Corp Record Search Officer Search Fictitious Search |
| Signature  | Fictitious Owner Search  Vehicle Search   |
| Requested by:    S-4-00   //-00     Name   Date   Time | Driving Record  UCC 1 or 3 File  UCC 11 Search  UCC 11 Retrieval  |
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## ARTICLES OF AMENDMENT

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|      | ARTICLES OF INCORPORATION  |
|      | OF OF  |
|      | ARTICLES OF AMENDMENT  TO  ARTICLES OF INCORPORATION  OF  THE MODELING STORE, INC.   |
|      |  |
|      | (present name)   |
|      | ant to the provisions of section 607.1006, Florida Statutes, this corporation adopts llowing articles of amendment to its articles of incorporation:   |
| FIRS | T: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)  |
|      | ARTICLE III - Authorized Shares  |
|      |  |
| SECO | ND: 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: |
|      | Amend 1,000,000 shares to 10,000,000 shares  |
| THIR | D: The date of each amendment's adoption: 5/3/00.  |
| FOUR | TH: Adoption of Amendment(s) (check one)   |
|      | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.  |
| □т   | he amendment(s) was/were approved by the shareholders through voting groups.   |
|      | The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):   |
|      | "The number of votes cast for the amendment(s) was/were sufficient for approval by"  (voting group)  |
|      |  |
|      | he amendment(s) was/were adopted by the board of directors without nareholder action and shareholder action was not required.  |
|      | The amendment(s) was/were adopted by the incorporators without shareholder etion and shareholder action was not required.  |

| Signed this  | 3rd                         | _day of _   | May                        |                            | , 19                       | 2000   |  |
|--|-----------------------------|-------------|----------------------------|----------------------------|----------------------------|--------|--|
| Sign   | ature<br>{By the<br>Preside | Chairman or | Vice Chairmofficer if adop | an of the Boated by the sh | ard of Direc<br>areholders | ctors, |  |
|  |                             |             | OR                         |                            |                            | ,      |  |
| (By a director if adopted by the directors)          |                             |             |                            |                            |                            |        |  |
| OR   |                             |             |                            |                            |                            |        |  |
| (By an incorporator if adopted by the incorporators) |                             |             |                            |                            |                            |        |  |
|  |                             | MARK D.     | COHEN                      |                            |                            |        |  |
| Typed or printed name                                |                             |             |                            |                            |                            |        |  |
|  |                             | Vice-Pr     | esident                    |                            |                            |        |  |

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