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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PALMER RANCH JEWELERS, INC.

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September 30, 1999

PALMER RANCH JEWELERS, INC.
8491 S. TAMiami TRAIL
SARASOTA, FL 34238

SUBJECT: PALMER RANCH JEWELERS, INC.
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Corporate Specialist

FAX Aud. #: H99000024417
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PALMER RANCH JEWELERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, Rafi Akyan, President of PALMER RANCH JEWELERS, INC., does hereby certify that:

1. He is the President of PALMER RANCH JEWELERS, INC. a Florida corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on June 21, 1999.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on September 28, 1999.

3. Article I of the Articles of Incorporation is hereby deleted in its entirety and amended to read as follows:

"ARTICLE I - NAME

The name of this Corporation is:

CLASSIC CREATION JEWELERS, INC.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 9 day of sep 29, 1999.

Rafi Akyan
Rafi Akyan, President

Prepared By:

Jerome S. Levin, Esquire
Levin and Tannenbaum, P.A.
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