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BASIC AMENDMENT

CLASSIC CREATION JEWELERS, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CLASSIC CREATION JEWELERS, INC.**

The undersigned, RAFI AKYAN, President of CLASSIC CREATION JEWELERS, INC., does hereby certify that:

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

2. On September 28, 1999, the Board of Directors passed a resolution changing the name from Palmer Ranch Jewelers, Inc. to Classic Creation Jewelers, Inc. This amendment for name change became effective on September 30, 1999.

3. 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 October 12, 1999.

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 shall be amended from Classic Creation Jewelers, Inc. back to Palmer Ranch Jewelers, Inc. and shall now be known as PALMER RANCH JEWELERS, INC.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 11 day of October 1999.

Prepared By:

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Rafi Akyan
RAFI AKYAN, President