

KIRSTEN I. BAIER, P.A.

ATTORNEYS AT LAW

P 99000061540

Kirsten I. Baier, J.D. (Germany), J.D., LL.M. (Int'l Law)

ADMITTED IN FLORIDA

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CORRESPONDENT OFFICES

NEW YORK

GERMANY

MEXICO

PANAMA

October 15, 1999

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500003019925--6

-10/20/99--01073--013

*****35.00 *****35.00

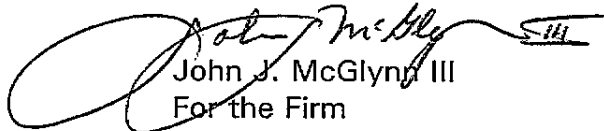
Re: France Antiques, International, Inc.
Document No.: 99000061540
Articles of Amendment

Dear Sir or Madam:

Pursuant to Fla. Stat. § 607.1006, enclosed are Articles of Amendment to Articles of Incorporation of France Antiques International, Inc. together with one firm check in the amount of \$35.00 to cover the costs of filing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,


John J. McGlynn III
For the Firm

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 20 AM 9:22

FILED

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11-1

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRANCE ANTIQUES INTERNATIONAL, INC.

FILED
99 OCT 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: **Article XII, Board of Directors**, shall be added to the Articles of Incorporation to read:

Article XII, Board of Directors and Officers

This corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the initial director of this corporation is: Jean Claude Bisogno, 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

This corporation shall have one (1) officer, initially. The initial officer will hold the positions of President, Secretary and Treasurer. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until her successor is elected and appointed is: Jean Claude Bisogno, 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

SECOND: 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: N/A

THIRD: The date of each amendment's adoption: October 1st, 1999.

FOURTH: 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.

____ The 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)

____ The amendment(s) was/were adopted by the board of directors, without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of October, 1999.

Signature W.D. Baier (incorporator)
(By the Chairman or Vice-Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kirsten L. Baier
Typed or printed name

Incorporator
Title

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99 OCT 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA