-P99000069147

TNT Accounting, Inc. 1815 S. W. 6th Avenue Pompano Beach, Florida 33060 (954) 941-7685

December 6, 2000

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

Dear Sirs:

Enclosed are two (2) copies of amendments to the articles of incorporation of The Girl Next Door Boutique, Inc.

Also, enclosed is a check for \$35.00 to cover filing fees. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved amendments to the above address.

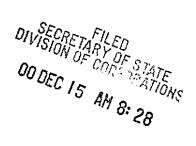
Sincerely,

TNT Accounting, Inc.

TNT Accounting, inc.

Sheila Quick President 000003502760--6 -12/15/00--01091--015 *****35.00 ******35.00

Amend.



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

The Girl Next Door Boutique. Inc. (present name)	

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: (indicate article number(s) being amended, added or deleted)

Article 12 is hereby added to the Articles of Incorporation to add the following Directors:

Marurra Jimenez 231 S. Federal HighwaY Pompano Beach, F1 33064

and

Jessica Marie Banker 264 South West 13 Street Pompano Beach, F1 33060

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:

THIRD:	The date of each amendment's adoption: December 6, 2000 .
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
. V	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
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Į	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signat	Signed this 6th day of December
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Marurra Jimenez Typed or printed name
	Pres.
	Title