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LAZARUS CORPORATE FILING SERV (Requestor's Name) 3320 S.W. 87th AVENUE	TICE, INC.	
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MIAMI, FLORIDA (305)552-59	7/3	00030195957 -10/20/9801047023
(City, State, Zip) (Phone		*****35.00 *****35.00
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CR2E031(9/92)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS

THE NAME OF THE CORPORATION IS UNDER WRAPS COSTUMES CORP.

AMENDMENT ARTICLE I
THE NAME OF THE CORPORATION IS CHANGED TO:

UNDER WRAPS CARNIVAL CORP.

THIS ARTICLES OF AMENDMENT WAD ADOPTED ON THE 11th DAY OF OCTOBER

19 99. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THIS AMENDMENT WAS UNANIMOUSLY ADOPTED. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

UNDER WRAPS CARNIVAL CORP

PRESIDENT

JUAN PABLO CABRERA PRINT NAME