

LAW OFFICES

*Richard P. Greene, P.A.*

INTERNATIONAL BUILDING

2455 EAST SUNRISE BOULEVARD

SUITE 905

FORT LAUDERDALE, FLORIDA 33304

TELEPHONE: (954) 564-6616

FAX: (954) 561-0997

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October 15, 1999

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Louis DiCarlo Worldwide Couture, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

*Richard P. Greene*

Richard P. Greene  
For the Firm

RPG/evb  
Enclosures

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Amend  
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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
LOUIS DiCARLO WORLDWIDE COUTURE, INC.**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 1st day of September, 1999 and assigned Document Number P99000078024, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 12th day of October, 1999, as follows:

1. ARTICLE I - NAME AND ADDRESS is hereby amended to read as follows:

The name and address of the office and/or mailing address of the Corporation is as follows:

Louis DiCarlo Worldwide Couture, Inc.  
498 7th Avenue, 22nd Floor  
New York, New York 10018

2. ARTICLE VII - INITIAL BOARD OF DIRECTORS is hereby amended to read as follows:

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one director. The number of directors may be either increased or diminished from time to time in a manner provided in the Bylaws, but shall never be less than one. The name and address of the Director of the Corporation is as follows:

Louis DiCarlo  
498 7th Avenue, 22nd Floor  
New York, New York 10018

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 12th day of October, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 14 day of Oct, 1999.

By: 

Louis DiCarlo, President and Secretary