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CR2E031(7/97)		Examiner's Initials

ARTICLES OF AMENDMENT

DIVISION OF CORPORATIONS

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<u>OF</u>

JEWELRY BY SUSAN. INC.

The undersigned director(s), for the propose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is

JEWELRY BY SUSAN. INC.

ARTICLE II: AMENDMENTS

1. Amend Article 5 - to add the name of Robert Goldstein as new President, Secretary and Treasurer of the Corporation. To remove the name of Susan Goldstein as President, Secretary, and Treasurer.

Amendment adopted October 21, 2001.

Amendment was adopted by the board of directors without shareholder action.

Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

2. Amend to reflect the shareholders of the corporation being:

Robert Goldstein

100%

Amendment adopted October 21, 2001.

Amendment was adopted by the board of directors without shareholder action.

Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

	yi resident	
Susan Go	oldstei N	
The undersigned has October 2001.	s executed these Articles of Amendment this 21st day of	
October 2001.		
200m	C, Che	-Δ.
		_ *
	Secretary	