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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : RUIZ & CO., INC. Account Number : 110116001462 Phone : (305)826-1277 Fax Number : (305)826-6855

BASIC AMENDMENT

+ X- DEPARTMENT STORE, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

+ X - DEPARTMENT STORE, INC. DOC.# P99000086958

Pursuant to the provisions of section 607,1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added or del

ARTICLE V OFFICERS & DIRECTORS

Add: ALEXEI MENDEZ

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment it not contained in the amendment itself, are as follows:

By Shareholders vote

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Prepared by: Rniz & Co.,Inc. 1665 W. 68 St. Ste# 206 Hialeah, Fl 33014 (305) 828-1277 Page #2 Articles of Amendment

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THIRD: The date of each amendment's adoption: November 17th, 1999. FOURTH: Adoption of Amendment(s) (Check One)

 \underline{X} The amendment(s) was/were approved by the shareholders. The number of votes as 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.

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

Signed this 17th day of November, 1999.

Leticia Mendez

President