

V06428

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January 2, 1998

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

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*****87.50 *****87.50

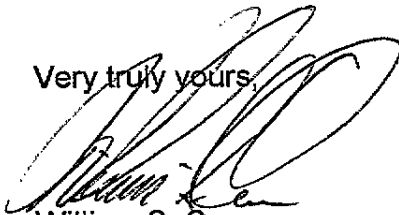
RE: Cosmic Nail International, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment for Cosmic Nail International, Inc., along with our Check No. 0-2896 in the amount of \$87.50 to cover the cost of filing (\$35.00) and one certified copy of the Articles of Amendment (\$52.50) to be returned to us.

If you have any questions regarding this request, please feel free to call. Thank you for your assistance.

Very truly yours,



William S. Cross

/j/b
Enclosures

N/C

98 JAN -5 PM 4:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JAN 1 2 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 JAN -5 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COSMIC NAIL INTERNATIONAL, INC.

COSMIC NAIL INTERNATIONAL, 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 I - amended to change the name of the corporation to
NAILS INTERNATIONAL, INC.

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 2, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

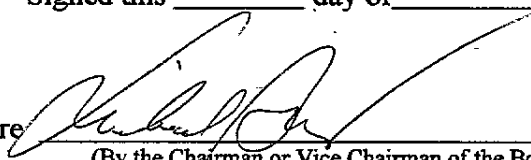
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

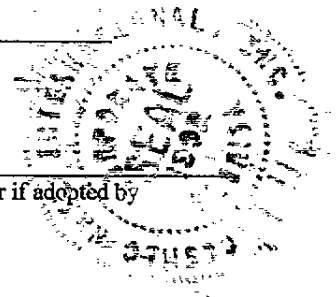
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2nd day of December, 1997

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)



OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael Bennett

Typed or printed name

President

Title