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NAME: FASHION NAILS, INC.

AUDIT NUMBER.....H98000003247

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

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TALLAHASSEE, FLORIDA

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98 FEB 28 AM 7:46
DIVISION OF CORPORATIONS

Amendment
02/18/98

DC

H98000003247

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FASHION NAILS, INC.**

FILED
98 FEB 18 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Fashion Nails, Inc. (the "Corporation").
2. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE V
Capital Stock**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 10,000,000 shares, all of which shares shall consist of common stock, par value \$.01 per share (the "Common Stock"). Each and every share of the Common Stock issued and outstanding on the effective date of this amendment shall be and hereby is automatically converted without further action into 10 fully paid and nonassessable shares of Common Stock, par value \$.01 per share (the "Split"). The certificates representing shares of Common Stock issued and outstanding on the Effective Date (as defined below) shall, until surrendered or exchanged, thereafter represent the increased number of shares of the Company's Common Stock resulting from the Split. The effective date of this amendment is FEB. 15, 1998 (the "Effective Date").

Upon delivery to the Corporation of the certificates representing the shares of Common Stock issued and outstanding immediately prior to the Effective Date, the Corporation shall issue a certificate representing such shareholder's shares of Common Stock in accordance with the conversion rate of 10 shares of Common Stock for each share of Common Stock issued and outstanding immediately prior to the Effective Date.

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the Corporation's securities and are entitled to receive the net assets of the Corporation upon dissolution.

Prepared by:
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Florida Bar No. 773123

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H98000003247

3. This Amendment to the Articles of Incorporation was duly adopted pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous resolution of the Board of Directors and the holders of the issued and outstanding shares of Common Stock of the Corporation on FEB. 15, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 17th day of FEBRUARY, 1998.

FASHION NAILS, INC.

By:

Martin Fleit

Martin Fleit, Secretary