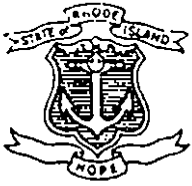


Filing Fee: \$50.00

ID Number: 113592



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

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

INTERNATIONAL INSIGNIA CORPORATION

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is INTERNATIONAL INSIGNIA CORPORATION
2. The shareholders of the corporation (or where no shares have been issued, the board of directors of the corporation) on August 25, 19 2000, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

- a. The aggregate of shares which the corporation shall have authority to issue shall be increased from 200 shares no par common to 2000 shares no par common
- b. The purpose or purposes for which the corporation is organized shall be amended to read:
"Manufacturing, buying, selling, importing, exporting insignia of any kind, jewelry products and any other lawful purpose.
3. The number of shares of the corporation outstanding at the time of such adoption 200; and the number of shares entitled to vote thereon was 200.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
No Par Common	200

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5. The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
No Par Common	200	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)
No change.


8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)
No change

9. Date when amendment is to become effective Upon filing.
(not more than 30 days after the filing of these Articles of Amendment)

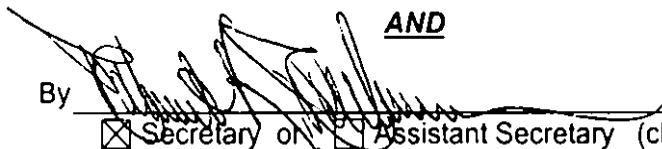
Dated August 25, 2000

INTERNATIONAL INSIGNIA CORPORATION

Corporate Name

By 
 President or Vice President (check one)

AND

By 
 Secretary or Assistant Secretary (check one)

STATE RI
COUNTY OF LEWIS

In WARRICK, on this 25th day of AUGUST, 2000, personally appeared before me ROBERT K RAIBURN, who being by me first duly sworn, declared that he is the PRESIDENT & SECRETARY of INTERNATIONAL INSIGNIA CORPORATION and that he signed the foregoing document as PRESIDENT AND SECRETARY of the corporation, and that the statements therein contained are true.

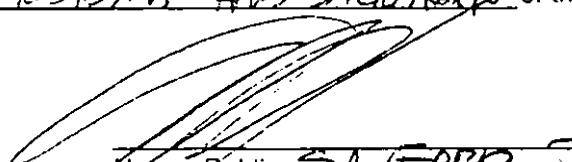

Notary Public SANFORD J BRESNICK

EXHIBIT "A"

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is further provided:

1. Stock of this Corporation may be issued from time to time for such consideration consisting of cash, services, personal property, tangible and intangible, or real estate or such other consideration that shall be determined from time to time by the Stockholders of this Corporation.

2. No Stockholder of this Corporation shall make sale of any stock of said Corporation held by him, without first giving written notice to the Corporation of his intention to sell the same and giving to the Corporation the right to purchase said stock at the lowest at which he is willing to sell before the same shall be sold by him to any other party. The Corporation shall exercise the right to purchase the stock so offered to it within thirty (30) days of the receipt of said offer. If not accepted within said date, the Stockholder shall be at liberty to make sale of said stock so offered to the Corporation in the open market for a price of not less than one at which said is offered to the Corporation.