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BASIC AMENDMENT

FLEA MARKET U.S.A., INC.

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H05000265076 3

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLEA MARKET U.S.A., INC.

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DEPARTMENT OF STATE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Flea Market U.S.A., Inc. (the "Corporation"), Charter # G37717.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and the Sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on November 14, 2005 in the manner prescribed by Section 607.1003 of the Act.
3. Article I of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:


**"ARTICLE I"**

The name of the Corporation is Gemini Capital Investments, Inc. (the "Corporation").

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of FLEA MARKET U.S.A., INC. as of this 14<sup>th</sup> day of November, 2005.

FLEA MARKET U.S.A., INC.,  
a Florida corporation

By:   
Print Name: Ettie Studnik  
Title: President & CEO

H05000265076 3