

L38534

Aug 26, 1997

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS -  
P. O. Box 6327  
TALLAHASSEE FL 32314

FILED  
97 SEP -2 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

THE ENCLOSED CHANGES FOR GIOVANNI'S  
BOUTIQUE INC TO GIOVANNI'S INC AS  
DESCRIBED ON YOUR FORM BUT WE NEED  
ONE OTHER CHANGE AND THAT IS ADDRESS.

PLEASE SHOW THE NEW ADDRESS AS FOLLOWS

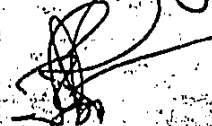
GIOVANNI'S INC  
3868 S.E. DIXIE HWY  
STUART, FL 34997 -

600002283086--7  
-09/02/97--01162-014  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

PHONE 561-781-1133 -

PLEASE FORWARD TO US THE CERTIFIED COPIES  
AND THE CERTIFICATE OF STATUS OUR CHECK  
FOR \$96.25 IS ENCLOSED

Sincerely yours -

 J.P.

SEP 10 1997

M

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 SEP -2 AM 11: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GIOVANNI'S BOUTIQUE, 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)

To CHANGE THE NAME FROM -

GIOVANNI'S BOUTIQUE, INC.

TO

GIOVANNI'S, INC.

2ND AMENDMENTS.

REMOVE AS DIRECTORS -

LINDA M. RIEGER

DARCI S. RICE

CAROLINE HALPIN

**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: August 25, 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 25 day of August, 19 97

Signature

[Handwritten 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)

FREDERICK O. RIEGER  
Typed or printed name

V.P.  
Title