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ACCOUNT NO. : 072100000032
REFERENCE : 450031 4356610
AUTHORIZATION : Patricia Pizub
COST LIMIT : \$ 35.00

FILED
2001 NOV 16 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 15, 2001

ORDER TIME : 10:29 AM

ORDER NO. : 450031-005

CUSTOMER NO: 4356610

900004685573--8

CUSTOMER: Ms. Vonnie Bayard
Keller Rohrback L.l.p.
Suite 3200
1201 3rd Avenue
Seattle, WA 98101-3052

DOMESTIC AMENDMENT FILING

NAME: GIFT GIVERS OF AMERICA, INC.

*****FILE 1ST*****

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
GIFT GIVERS OF AMERICA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The following amendments are adopted:

Article III and Article VII are eliminated in their entirety and replaced with the following:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 150,000,000 shares of common stock at no par value.

ARTICLE VII. NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

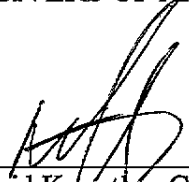
2. This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

3. The date of this amendment's adoption by the shareholders was October 1, 2001. The date of this amendment's adoption by the Board of Directors was October 30, 2001.

4. The amendment was approved by the Board of Directors and by the shareholders in accordance with the Florida Business Corporation Act. The number of votes cast for the amendment was sufficient for approval.

DATED: 11.08, 2001.

GIFT GIVERS OF AMERICA, INC.:

By: 
David Kwartler, CEO