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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requester's Name

James Schwartz
416 Drew Street
Clearwater, FL 33755

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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 -10/18/99--01062--013
 *****70.00 *****35.00

1. _____
 (Corporation Name) (Document #)
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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

*NC
10-28-99
BMS*

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
S & G ENTERPRISES OF PINELLAS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Article I is hereby amended to change the name of the corporation to:

Sue's Cards and Gifts, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, providing for implementing the amendment if not contained in the amendment itself are as follows:

N/A

THIRD: The date of each amendment's adoption: October 14, 1999

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed on October 14, 1999

S & G Enterprises, Inc.

Suzanne M. Nigro
Suzanne M. Nigro,
President, Director, and Shareholder