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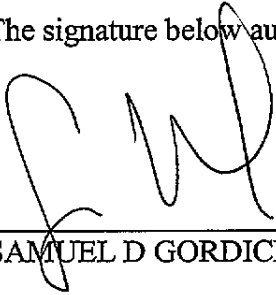
January 7, 2002

To Whom It May Concern:

If there are any questions concerning the filing this amendment
to these Articles of Incorporation, please feel free to contact

Mr. David Strong at 386-761-7855.

The signature below authorizes you to act upon his direction in this matter.



SAMUEL D GORDICH - President

AIAS, Inc.
PO Box 291865
Port Orange, FL
32129-1865

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-02/01/02--01045--013
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 2:43

Allstate Easy Pay Plan (EZP)

Saves Time, Saves Money, Saves Customers

I was told to cross
out "Co" in the
Corps. name & initial
& resend paperwork.
Please call w/ any
questions.
407-323-4885 Thanks
Kui

Amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

SAMUEL D. GORDICH - PRESIDENT

~~AIAG, INC.~~

P.O. BOX 291865
PORT ORANGE, FL 32129-1865

SUBJECT: ANDGOR TOY INC
Ref. Number: P00000015654

We have received your document for ANDGOR TOY INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 702A00007291

RECEIVED
02 FEB 21 PM 1:23
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ANDGOR TOY ~~CO~~ INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 2:43

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

FIRST: Amendment adopted: Article XII being amended to read as follows.

ARTICLE XII = OFFICERS

The officers will be as follows as of January 1st 2001:

President, Vice President Secretary and Treasurer:

Samuel Gordich
254 CR 427 SOUTH, SUITE 223 LONGWOOD FL 32750

The above amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. A copy of voting results is attached.

Signed January 7, 2002

Signature



SAMUEL D GORDICH - President

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS OF

ANDGOR TOY ~~CO~~ INC

The special meeting of shareholders of the corporation was held at:

254 CR 427 SOUTH, SUITE 223 LONGWOOD FL 32750

On January 7, 2002 the following shareholder was present, Derek Anderson and Samuel D Gordich being a majority of the shareholders and a quorum. Derek Anderson was elected Chairman of the meeting, and Samuel D Gordich was elected Secretary of the meeting.

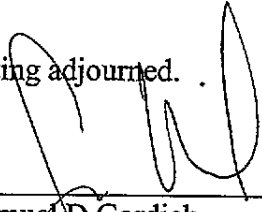
The Chairman stated the meeting was called for the purpose of assigning the positions of President, Vice President, Secretary and Treasurer to Samuel D Gordich, and also to transfer all 100 shares of stock to Samuel D Gordich as of January 1st 2001

A vote was taken which showed 100 % shares in favor.

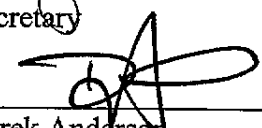
0 % shares opposed.

The chairman thereupon declared that the motion or action described had been duly approved.

There being no further business, upon motion, the meeting adjourned.



Samuel D Gordich
Secretary



Derek Anderson
Chairman