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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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BASIC AMENDMENT
CORPORATE GIFTS OF AMERICA, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CORPORATE GIFTS OF AMERICA, INC.

(present name)

P03000057816

(Document Number of Corporation (if known))

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)*

ARTICLE V OFFICERS DIRECTORS

Add:

**Omara Mandel
315 West San Marino Drive
Miami Beach, FL 33139**

President

Delete:

**Sherry L. Mandel
20281 East Country Club Drive
Suite 1105
Aventura, FL 33180**

President

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: 7/7/03

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 7th day of July, 2003

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)

Sherry L. Mandel

(Typed or printed name)

President

(Title)