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NAME: PALM BEACH INSTITUTE INC

AUDIT NUMBER.....H98000010794

DOC TYPE.....BASIC AMENDMENT

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH INSTITUTE, INC.

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the Corporation is Palm Beach Institute, Inc.

Second: The amendments to the Articles of Incorporation are as follows:

a) ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I, NAME

The name of the Corporation shall be Buddy Bear Corporation."

b) ARTICLE VI of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE VI, ADDRESS

The mailing address of the principal office of the Corporation is c/o Dean Vegosen, Esq., Lewis, Vegosen & Rosenbach, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401."

Third: The foregoing amendments of the Articles of Incorporation were adopted as of the 5 day of May, 1998, by written consent of all of the members of the Board of Directors and approved as of the 5 day of May, 1998, by written consent of all of the holders of outstanding stock of the Corporation.

H98000010794

Gregory E. Young, Esq.  
Edwards & Angell

250 Royal Palm Way  
Palm Beach, Fl 33480  
561/833-7700

Florida Bar No: 876800

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 5 day of May, 1998, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

Palm Beach Institute, Inc.

By Ronald J. Catanzaro  
Ronald J. Catanzaro, President

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