

503139

October 23, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

Enclosed please find the Minutes of the Special Meeting of the
Shareholders of Africana Gifts and Shells, Inc.

At this meeting the name of the Corporation was changed.

I am sending the original and a set of copies concerning this action.

Please certify and return to me one set of these documents.

Thank you,

Naushad Virji

Naushad Virji

Africana Gifts & Shells, Inc.

P.O. Box 1830

St. Myers, 2133902

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97 OCT 27 PM 3:08
DIVISION OF CORPORATIONS

VS NOV 17 1997

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1997

NAUSHAD VIRJI
AFRICANA GIFTS & SHELLS, INC.
P.O. BOX 1830
FT. MYERS, FL 33902

SUBJECT: AFRICANA GIFTS & SHELLS, INC.
Ref. Number: 503139

We have received your document for AFRICANA GIFTS & SHELLS, INC..
However, the document has not been filed and is being returned for the following:

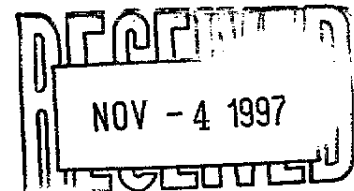
The fee to file articles of amendment is \$35. For each certified copy requested,
please add an additional \$52.50.

Minutes are not filed with the Division of Corporations and should be kept with
the records of the corporation. Any changes that are being made to the articles of
incorporation can be made by filing articles of amendment. Enclosed is an
amendment form.

If you have any questions concerning the filing of your document, please call
(850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 797A00052779



AFRICANA GIFTS & SHELLS, INC. ®

P. O. Box 1830
Fort Myers, FL 33902-1830
USA
Tel: (941) 731-1500
Fax: (941) 731-3828

November 4, 1995

**Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

Re: Africana Gifts & Shells, Inc.

Dear Madam,

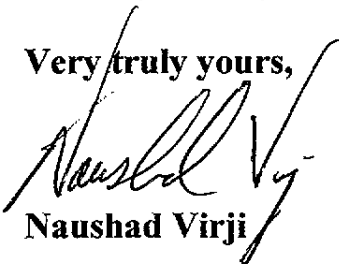
Enclosed please find the original and one copy of the Articles of Amendment of Africana Gifts & Shells, Inc. for filing.

Also enclosed is a check in the amount of \$87.50 which represents the filing fee of \$35.00, and the certified copy fee of \$52.50.

It would be appreciated if you would return one certified copy directly to my attention at the above post office box mailing address.

Thank you for your courtesy and attention in this matter.

Very truly yours,



Naushad Virji

NV/jm

Enclosures: as stated.

ARTICLES OF AMENDMENT

FILED

97 NOV 12 AM 8:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Action having been properly and legally taken to amend the Articles of Incorporation of Africana Gifts & Shells, Inc., the following information concerning said amendment for filing with the Department of State of the State of Florida is hereby set forth:

A. The present name of this corporation prior to the adoption and filing of the herein set forth amendment is Africana Gifts & shells, Inc.

B. The text of the sole amendment adopted is that from this time forward, the name of this corporation shall be AGI Enterprise, Inc. and the Articles of Incorporation are hereby so amended so that this corporation shall no longer be known as Africana Gifts & Shells, Inc.

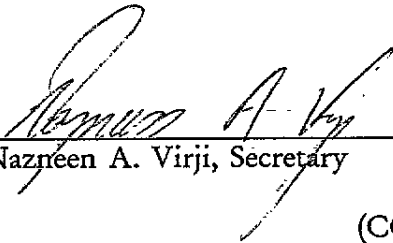
C. There is no change in the shares of stock in this corporation.

D. The date of the adoption of this amendment to change this corporation's name to AGI Enterprise, Inc. was September 17, 1997.

E. This amendment was not adopted by the Incorporators or Board of Directors.

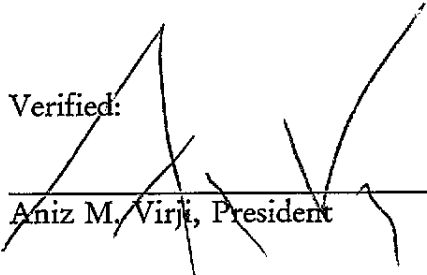
F. This corporation has fewer than 35 shareholders and just one class of stock; namely, all common voting stock. Therefore, pursuant to Chapter 607.1003(6), a special meeting of the shareholders of this corporation was held on September 17, 1997 at which meeting all of the shareholders of the only class of stock or group of stock that this corporation has; namely, common voting stock, voted unanimously in favor of the amendment of the Articles of Incorporation of this corporation by changing the name to AGI Enterprise, Inc.

I, Nazneen A. Virji, do hereby certify that I am the Secretary of this corporation and the above is a true and correct statement of the facts concerning the amendment of the Articles of Incorporation of Africana Gifts & Shells, Inc. by changing said corporation's name to AGI Enterprise, Inc. and that a true and correct copy of the special meeting minutes of a special meeting of the shareholders held on September 17, 1997 showing the above said amendment by all of the voting shareholders of this corporation, is attached hereto and by reference made a part hereof.



Nazneen A. Virji, Secretary
(CORPORATE
SEAL)

Verified:



Aniz M. Virji, President