1107 JOHN SIMS PKWY NICEVILLE, FLORIDA 32578

Phone 904-729-2270

16 December, 1997

Division of Corporations P O Box 6327 Tallahassee FL 32314

Amendment to Articles of Incorporation SUBJECT:

Attached are Articles of Amendment to Articles of Incorporation for Giggles & Grins, Inc. Payment in the amount of \$43.75 for the filing fee and a certificate of status is enclosed.

Sincerely,

President

N.C.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Giggles and Grins, Inc
(present name)
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 I: Amended Name Change to The Bookshelf With Giggles and Grins, Inc

DIVISION OF CORPURATION

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	e date of each amendment's adoption: December 1st, 1997
		adoption of Amendment(s) (CHECK ONE)
` (X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
1		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 byvoting 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.
Signatu		(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)
		IRIS STRUNC Typed or printed name
		PRESIDENT Title