The Lace Basket, Inc.

April 4, 1998

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

I am enclosing two documents for your attention. The first is an amendment to our Articles of Corporation, which changes the corporate name. The second is our 1998 Profit Annual Corporation Annual Report. I have made modifications on the Annual Report to reflect the new name of the corporation. Also enclosed is a check for \$185, \$150 for the annual report and \$35 for the filing fee for the articles of ammendment.

If you have any questions, please call me at the number below.

Sincerely yours,

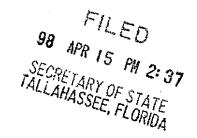
Ellen Coater

Ellen Coates

Ellen Coates gave authorization to add Corp. suffix to new name, 4/20 D

APR 2 1 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



The Lace Basket, Inc.

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:

Amendment adopted: The current Article 1 – Corporate Name is deleted and replaced with the following:

Article 1 – Corporate Name

The name of the corporation is The Feathered Nest, Inc.

The date of the amendment's adoption was March 28, 1998.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30th day of March, 1998.

Signature Ellew Coates

Ellen A. Coates

President