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May 10, 2001

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

Re: ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF CARDS "R" US.

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-05/14/01--01105--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. The original and one copy of the Articles of Amendment of Articles of Incorporation of Cards "R" Us, Inc..; and

2. Check number #8089 in the amount of $35.00 payable to the Florida Department of State to cover the cost of filing this document.

Please return the file stamped copy to me via regular mail. Thank you for your assistance.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.

David Lanigan

David C. Lanigan, J.D., LL.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CARDS "R" US, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "**Act**"), the undersigned corporation, Cards "R" Us, Inc., a Florida corporation (the "**Corporation**"), hereby adopts the following Articles of Amendment (this "**Amendment**").

1. <u>CORPORATE NAME</u>. The current name of the Corporation has been and is "Cards "R" Us, Inc."

2. <u>AMENDMENTS ADOPTED</u>. This Amendment provides for the Corporation's change of name.

3. <u>TEXT OF AMENDMENT</u>.

Article I of the Articles of Incorporation is hereby deleted in its entirety and the following Article I shall be substituted in lieu thereof:

ARTICLE I - NAME

The name of the Corporation is "**Cards "R" Less, Inc.**"

4 **<u>Authorization of Amendments</u>**. These Amendments were adopted on May 10, 2001, by the shareholders of the Corporation by a written consent in lieu of special meeting pursuant to Section 607.0704 of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. **<u>Effective Date</u>**. The effective time and date of this Amendment shall be May 10, 2001.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Amendment to be effective and binding upon the Corporation.

Dated: May 10 2001

Print Name: Robert E. [illegible]

Title: Director/President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONSENT TO ACTION TAKEN IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDERS OF CARDS "R" US, INC.

Effective: May 10, 2001

The undersigned, the shareholders of Cards "R" Us, Inc. a Florida corporation (the "**Corporation**"), hereby consents in writing (this "**Consent**") to the corporate actions specified below and adopts the following resolutions, in lieu of holding a special meeting, pursuant to Section 607.0704 of the Florida Business Corporation Act (the "**Act**").

BE IT RESOLVED that the Corporation's Articles of Incorporation be amended and the following amendments be approved:

1. Article I of the Articles of Incorporation is hereby deleted in its entirety, and the following Article I shall be substituted in lieu thereof:

CORPORATION'S NAME

The name of the Corporation is **"Cards "R" Less, Inc."**

FURTHER RESOLVED, that the Corporation's President, Robert Edward Mentz, is hereby authorized to sign the Articles of Amendment to the Articles of Incorporation and any other documents necessary to effectuate the foregoing resolution and to insert a copy of the Articles of Amendment in the minute book of the Corporation as part of its permanent records.

The undersigned, as the sole shareholder of the Corporation, hereby implements, effectuates, and authorizes the actions set forth in this Consent effective as of the date first shown above.

BY THE SHAREHOLDERS:

5-10-01
Date Signed

Robert Edward Mentz, owner of 500 shares jointly with right of survivorship, with Deborah Kay Mentz

5-10-01
Date Signed

Deborah Kay Mentz
Deborah Kay Mentz, owner of 500 shares jointly with right of survivorship with Robert Edward Mentz

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