N 9 9 0 0 0 0 0 7 0 6 8 Out of the Closet Thrift Stores, Inc.

631 4th Street North St. Petersburg, Florida 33701 (727) 502-0555

August 27, 2000

To: State of Florida Division of Corporations

From: Julie Thompson

200003382012--5 -09/05/00--01119--013 *****35.00 *****35.00

Enclosed our check to remove our past treasurer and Chairman of the Board. Please remove from our records including updating the Sumbiz.org file.

Sincerely, Out Of the Closet Thrift Stores Inc.

who who who

Julie Thompson

Vice Chairman of the Board of Director:

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SECRETARY OF STATE
ANALYSISEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

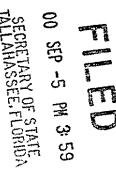
Out of the	Closet Thrift	Stores Inc.	
	(present name)		

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida 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 5

Effective August 15, 2000 Terry Monson is here-in deleted from our corporation as Treasurer. Mr. Lawrence Fischer CPA is our new Treasurer.

Also Mr. Monson is no longer Chairman of the Board of Directors, effective August 15, 2000.



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:

N/A

THIRD:	The date of each amendment's adoption: August 27, 2000			
FOURTH	: Adoption of Amendment(s) (CHECK ONE)			
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
C	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			
	voting group			
Ż	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
Į	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signati	Signed this			
	the shareholders)			
	Julie Thompson OR			
	(By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators)			
	Typed or printed name			
	Title			