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April 25, 2000

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

400003228784--5
-04/28/00--01064--004
*****35.00 *****35.00

Re: Articles of Amendment - Upper Deck Cafe, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Amendment for the above corporation, together with minutes approving the amendment.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

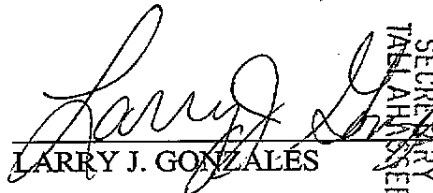
A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

LARRY J. GONZALES, P.A.


LARRY J. GONZALES

00 APR 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LJG/jm
Enclosure

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K/C

ARTICLES OF AMENDMENT

OF

UPPER DECK CAFE, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: UPPER DECK CAFE, INC.

ARTICLE II: AMENDMENT

Article I of this Corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: INTERSELL, INC., 7039 Jefferson Street, New Port Richey, FL 34652."

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 25th day of April, 2000.

UPPER DECK CAFE, INC.

By: 
GEORGE ARMITAGE, President

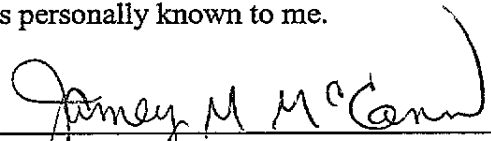
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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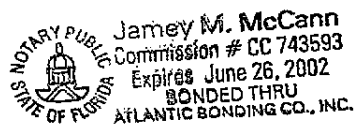
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STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 25th day of April, 2000, by GEORGE ARMITAGE, as President, of UPPER DECK CAFE, INC., a Florida corporation, on behalf of the Corporation. GEORGE ARMITAGE is personally known to me.



NOTARY PUBLIC - State of FL
My Commission Expires:



UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

UPPER DECK CAFE, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of
UPPER DECK CAFE, INC.

The undersigned, being all of the Shareholders and Directors of UPPER DECK CAFE, INC.,
acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the
Corporation, do hereby consent to changing the name of the Corporation to INTERSELL, INC., and
approve and adopt the foregoing Articles of Amendment.

DATED: April 25, 2000


GEORGE ARMITAGE


SANDY ARMITAGE