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December 8, 2000

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

RE: BONUS STORES, INC.

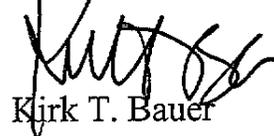
Dear Sirs:

800003496098--1  
-12/11/00-01159-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed for filing, please find Articles of Amendment of Articles of Incorporation of Bonus Stores, Inc. I have enclosed a check for \$35.00 in payment of your fee and a self-addressed stamped envelope for your convenience.

Should you require any additional information or have any questions concerning this matter, please contact me at the above number or address. Thank you for your assistance in this matter.

Very sincerely yours,  
BIERNACKI & BAUER, P.A.

  
Kirk T. Bauer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 11 AM 9:18

FILED

KTB:mh  
Enclosure

Amend  
ac 12/14

**ARTICLES OF AMENDMENT OF**  
**ARTICLES OF INCORPORATION OF**  
**BONUS STORES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Bonus Stores, Inc., a Florida corporation, does hereby amend a portion of its Articles of Incorporation as follows:

1. The provisions of Article IV are amended in the entirety to provide as follows:

**ARTICLE IV**

The amount of total authorized capital stock of this Corporation is Twenty Million (20,000,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation is authorized to prescribe, fix or alter the classes, series, designations, preferences, voting powers, limitations and relative rights of each class or series of this Corporation's stock and to determine and fix the consideration to be paid for each share.

2. A new Article VIII has been adopted as a part of the Articles of Incorporation, which new Article VIII provides as follows:

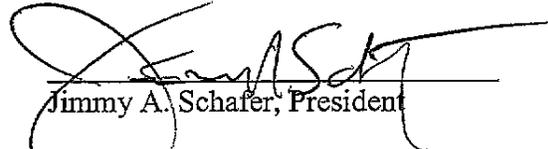
**ARTICLE VIII**

The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

3. The foregoing Articles of Amendment to Articles of Incorporation were adopted unanimously by the Corporation's Board of Directors and shareholders on the 31<sup>st</sup> day of March, 2000, to be effective on said date.

**FILED**  
00 DEC 11 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation on the 8<sup>th</sup> day of December, 2000.

  
Jimmy A. Schafer, President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on this 8th day of December, 2000 by Jimmy A. Schafer as President of Bonus Stores, Inc., a Florida corporation.



Notary Signature

MARCELLE HORWATH

Notary's Printed Signature

My Commission Expires:



Marcelle Horwath  
My Commission CC862737  
Expires September 9, 2003