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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

KTB:mh
Enclosure

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

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:

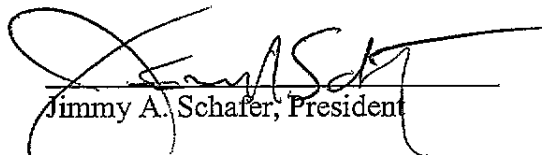
ARTICLE VIII

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 31st day of March, 2000, to be effective on said date.

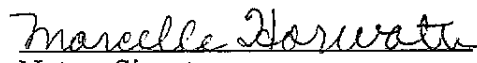
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00 DEC 11 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Amendment of Articles of Incorporation on the 8th 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:

