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March 1, 2001

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


RE: BONUS STORES, INC.

Dear Sirs:

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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend.

V. SHEPARD MAR 7 2001

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

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DIVISION OF CORPORATIONS
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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, Sections 4.021 and 4.14 are hereby amended in their entirety to provide as follows:

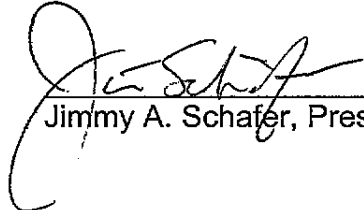
4.021 The first series shall be designated "Series A "Blank Check" Preferred"; shall consist of 750,000 shares; shall have voting rights equal to the holders of common shares; shall not be entitled to receive dividends; shall on any voluntary or involuntary liquidation, dissolution, or winding up of the corporation receive a preferential amount of \$4.00 a share; and shall be convertible to common shares as provided in Paragraphs 4.09 through 4.13. The shares of the series shall otherwise be subject to the provisions of this Article applicable to all series of the preferred shares, and additional provisions with respect to the series shall be fixed by the Board of Directors as provided in Paragraph 4.03.

Voting Rights

4.14 Except as otherwise provided in these articles, by law, or by majority vote of the Board of Directors, the holders of the common shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.

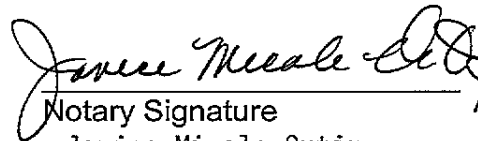
2. The foregoing Articles of Amendment to Articles of Incorporation were adopted unanimously by the Corporation's Board of Directors and shareholders on the 1st day of March, 2001, to be effective on said date.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation on the 1st day of March, 2001.


Jimmy A. Schafer, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on this 1st day of March, 2001 by Jimmy A. Schafer as President of Bonus Stores, Inc., a Florida corporation.


Notary Signature
Janice Micale-Ortiz
Notary's Printed Signature
My Commission Expires: 4/1/2001



Janice Micale-Ortiz
MY COMMISSION # CC635148 EXPIRES
April 1, 2001
BONDED THRU TROY FAIN INSURANCE, INC.