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BASIC AMENDMENT

ITALIAN HOLDINGS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2001

ITALIAN HOLDINGS, INC.
13920 88TH TERRACE NORTH
SEMINOLE, FL 33776

SUBJECT: ITALIAN HOLDINGS, INC.
REF: P00000057827

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000004356
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FACSIMILE AUDIT NO.: H01000004356 1

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ITALIAN HOLDINGS, INC.

FILED
01 JAN 10 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of the corporation is: ITALIA HOLDINGS, INC. The physical address of the corporation is 13920 88th Terrace North, Seminole, Florida 33776. The corporate mailing address is 13920 88th Terrace North, Seminole, Florida 33776.

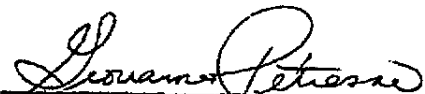
2. This amendment was adopted on the 10th day of January, 2001.

3. This amendment was duly adopted by the sole Incorporator and sole Director of the undersigned corporation, and no shareholder action was required.

Dated: January 10, 2001.

ITALIAN HOLDINGS, INC., a Florida corporation

By:


GIOVANNA PETRASSO,
Sole Incorporator and Sole Director

PREPARED BY: PETER T. HOFSTRA, ESQ.
DELOACH & HOFSTRA, P.A.
8640 SEMINOLE BOULEVARD
SEMINOLE, FLORIDA 33772
(727) 397-5571
FLORIDA BAR NO.: 229784
FACSIMILE AUDIT NO.: H01000004356 1

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
10 day of January, 2001, by GIOVANNA PETRASSO, Sole
Incorporator and Sole Director of ITALIAN HOLDINGS, INC., on
behalf of the corporation. She is personally known to me or who
has produced _____ as
identification.



Karen Henley
MY COMMISSION # CC660220 EXPIRES
June 30, 2001
BONDED THRU TROY FAIN INSURANCE CO.

Karen Henley
(Signature of Notary)

(Name of notary, printed or stamped)

NOTARY PUBLIC

(Serial No., If any)

E:\kh\italian holdings\articles of amendment