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November 9, 2000

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Secretary of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

Re: Change of Name from BAKERY DEPOT, INC., to AMERICAN GOURMET BAKERY,
INC./Change of Shares to 20,000,000 at \$.001


Gentlemen:

Enclosed please find the Articles of Amendment changing the name of BAKERY DEPOT, INC., to AMERICAN GOURMET BAKERY, INC., together with my check in the amount of \$35.00, representing your filing fee.

Please also note that the shares are being increased to 20,000,000, at the rate of \$.001 per share.

Please return your certification of this filing to this office. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Joel R. Lavender, Esq.
JRL:sjs
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN NOV 28 2000

Amend + N/C

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, as executed by its President and Secretary and acknowledged by its Secretary, hereby executes these Articles of Amendment as follows:

A. The name of the corporation is BAKERY DEPOT, INC.

B. The Amendment as duly adopted is as follows:

The name of the corporation shall be changed from BAKERY DEPOT, INC., to AMERICAN GOURMET BAKERY, INC.

C. Article III-Shares, shall be deleted in its entirety, and the following substituted, in lieu thereof:

The number of shares of stock and the par value of such shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares, each at \$.001.

The above Amendment was unanimously adopted at a Special Meeting held on the 9th day of November, 2000, by the Board of Directors on November 9, 2000, and by the Shareholders of the Corporation on November 9, 2000, in accordance with Florida Statutes 607.1006, as evidenced by the execution of these Articles of Amendment.

CORPORATE SEAL

BAKERY DEPOT, INC.

ATTEST:

[Signature]
Its Secretary

BY: [Signature]

Its President

Print Name: Scott Wilcox

[Signature]
Director/Shareholder

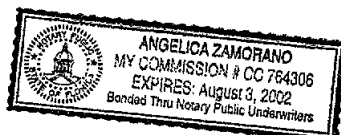
[Signature]
Director/Shareholder

STATE OF FLORIDA
COUNTY OF

The foregoing Articles of Amendment were acknowledged before me by, Person known to me, as Scott Wilcox and Director/Shareholder of BAKERY DEPOT, INC., a Florida corporation, this 9th day of November, 2000.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:



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00 NOV 15 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA