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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

FILED
2002 APR -5 PM 2:08
TALLAHASSEE, FLORIDA

100005135161---3
-04/05/02--01038--022
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARMEN GIFT & SHOP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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C. Coulliste APR 05 2002

Examiner's Initials

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION

CARMEN GIFT & SHOP, INC

FILED
2002 APR -5 PM 2:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 601.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

AMENDMENT ARTICLE VIII

THE PRESIDENT OF THE CORPORATIONS WAS CHANGED TO CARLOS A. TARAZONA.

THE SECRETARY OF THE CORPORATION WAS CHANGE TO CARLOS A. TARAZONA.

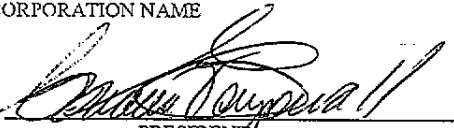
AMENDMENT ARTICLE XI

THE 100 SHARES OF CAPITAL STOCK (COMMON STOCK) OF THIS CORPORATION WAS CHANGE TO CARLOS A. TARAZONA

THIS ARTICLE OF AMENDMENT WAS ADOPTED ON THE 01 DAY OF APRIL 2002. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THIS AMENDMENT WAS UNANIMOSLY ADOPTED BY THE SHAREHOLDERS.

CARMEN GIFT & SHOP, INC
CORPORATION NAME

BY



PRESIDENT

MARIA DEL CARMEN TARAZA
04/01/2002