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BASIC AMENDMENT

BRAND NAME CLOSEOUTS, INC.

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BRAND NAME CLOSEOUTS, INC.**

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Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Hazel A. Gianatiempo, being the Incorporator of BRAND NAME CLOSEOUTS, INC. (the "Corporation"), does hereby certify:

1. The name of the Corporation is BRAND NAME CLOSEOUTS, INC.
2. The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation from BRAND NAME CLOSEOUTS, INC. to GANESH IMPORT & EXPORT CANADA INC. To effect such amendment, Article I of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

"ARTICLE I

NAME

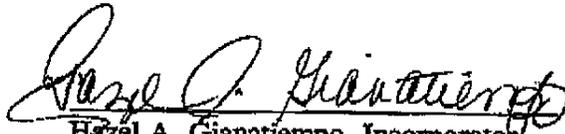
The name of this corporation is GANESH IMPORT & EXPORT CANADA INC."

THIS INSTRUMENT PREPARED BY:
Hazel A. Gianatiempo, Paralegal
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431
(561) 394-0500

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3. The foregoing amendment of the Articles of Incorporation was authorized by the written consent of the Incorporator of the Corporation on August 2, 2000 as the Corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation this 2nd day of August, 2000.


Hazel A. Gianatiempo, Incorporator

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