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BASIC AMENDMENT

ANI-MALL OUTLET, INC.

Certificate of Status	0
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Page Count	02
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Amendment

12-11-00

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANI - MALL OUTLET, INC.
A Florida Corporation**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted; The Articles of Incorporation of ANI-MALL OUTLET, INC. Number H00000049740 shall be amended as follows:

I. The Board of Directors shall consist of the following persons, whose names and addresses are:

Gary Adler
10750 SW 14th Court
Davie, Florida 33324

II. The officers of the corporation who shall serve at the pleasure of the board of directors are:

Gary Adler, President
Gary Adler, Vice-President
Gary Adler, Treasurer
Gary Adler, Secretary

III. The name and address of the Registered Agent of the Corporation is:

Gary Adler
10750 SW 14th Court
Davie, Florida 33324

Prepared By: Stephan L. Cohen, Esq., 100 Southeast 6th Street, Ft. Lauderdale, FL 33301 (954) 764-3600
FL Bar No. 956333

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IV. The above named corporation is authorized to conduct all business as set forth in the Articles of Incorporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not Applicable.

THIRD: The date of each amendment's adoption: November 29, 2000.

FOURTH: Adoption of Amendment(s) (check one)

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
 (voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of November, 2000.


 GARY ADLER, President

ACCEPTANCE BY REGISTERED AGENT

GARY ADLER who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of ANI - MALL OUTLET, INC., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.


 GARY ADLER

Dated this 29th day of November, 2000

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