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Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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BASIC AMENDMENT

THE GIFT DEPOT WHOLESALE, CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$35.00 |

*AMEND
KPC
8-20*

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(3)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

THE GIFT DEPOT WHOLESALE, CORP.

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

FIRST: Amendment adopted: Exchange
Article VI
Article VII
Article VIII

Article VI LOCATION
6911 N.W. 43 ST
Miami, FL 33166

| | | |
|-------------|--------------------------|---------------------------------|
| Article VII | DIRECTORS | |
| | NAME | ADDRESS |
| | Ashkenazi Asher | 13910 S.W. 154 PL |
| | President | Miami, FL 33196 |
| | Ashkenazi Eliyahu | 7462 S.W. 120 th Ave |
| | Vice President-Secretary | Miami, FL 33183 |

Article VIII SUBSCRIBERS

| NAME | ADDRESS | SHARES |
|------------------------|---------------------------------|--------|
| BTC & Advertising, Inc | 13910 S.W. 154 PL | 50% |
| | Miami, FL 33196 | |
| Ashkenazi Eliyahu | 7462 S.W. 120 th Ave | 50% |
| | Miami, FL 33183 | |

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PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 107
MIAMI, FL 33134
TEL: (305) 265-1566

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SECOND: The date of each amendment's adoption August 21, 2001

THIRD: Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by .
- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of August, 2001.

Signature

Asher Ashkenazi.
President

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