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Wanda M. Steinberg 6332 Willoughby Circle Lake Worth, FL 33463 (561) H32 FITH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OI JUN 18 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Basket Palace INC

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VIII president - Director Wanda M. Steinberg 6332 Willoughby Circle Lake Worth, FL 33463.

Article IX
The number of shares of stock is. 100

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:

| THIRD: | The date of each amendment's adoption: (0/15/0) |
|----------|--|
| FOURTH | Adoption of Amendment(s) (CHECK ONE) |
| | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 vot 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 15 day of June 2001. |
| Signatur | e (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by |
| | the shareholders) |
| | OR |
| | (By a director if adopted by the directors) |
| | OR |
| | (By an incorporator if adopted by the incorporators) |
| | WANda M. Steinberg Typed or printed name |
| | president 10 |