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

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



 BARGAIN	BOOKSHELF	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)

Amendment to ARTICLE I (OFACERS):

PRESIDENT - HARRY BROOK VICE-PRESIDENT/TREASURER - LEE NAGLER-BROOK

BOTH OFFICERS! ADDRESS:

18409 West Dixie Highway Miami, FL 33160

**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:

NA

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THIRD:	The date of each amendment's adoption: 10/15/01
FOURTL	I: 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
Ċ	The amendment(s) was/were adopted by the hoard 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 15th day of October, 2001,
Signatui	(By the Chairman or Aice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	the masterests)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Lee Nagler Typed be printed name
	Registered agent/Incorporator