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Transmittal Letter

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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-04/05/02--01033--009

SUBJECT: Basket Boutique, Inc.

59-3749491

Articles of Amendment to Articles of Incorporation

Enclosed is an original and one (1) copy of an amendment to our articles of incorporation and a check for \$43.75 (\$35.00 for the fee and \$8.75 for a certified copy).

Please fax the papers to 904-287-1052 as soon as possible, and US Mail the original certified copy.

FROM:

Beverly Pappas

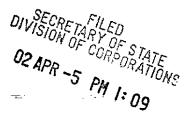
Basket Boutique, Inc.

#165

11111-70 San Jose Blvd. Jacksonville, FL 32223

(904) 751-8486

Articles of Amendment to Articles of Incorporation Of



Basket Boutique, Inc.

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 to Article Number 2:

The principle place of business and mailing address of the corporation is :

#165 11111-70 San Jose Blvd. Jacksonville, FL 32223

SECOND: The Date of amendment to Article Numbers 2 is March 24, 2002.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this

Signature //

Beverly Pappas

President