P01000106783

NEW VALUE CLUB, INC.
3400 Lakeside Drive, Suite 502
Miramar, FL 33027
_954-441-4424_

400004735064--6
-12/21/01--01006--002
*****43.75 *****43.75

December 18, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

To whom it may concern,

Enclosed please find Articles of Amendment to Articles of Incorporation for New Value Club, Inc. I am requesting a name change to Shop America Network, Inc. effective immediately.

I have enclosed my check in the amount of $43.75 and hope that everything is in order. Feel free to contact me at the above-mentioned number if you have any questions or comments.

Sincerely,

Dianne M. Mercer
President

dmm

Enc.

FILED
01 DEC 20 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS DEC 2 8 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
01 DEC 20 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New Value Club, Inc.
(present name)

P01000106783
(Document Number of Corporation (If known))

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 I: The name of the corporation is:
Shop America Network, Inc

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: 12-18-01 .

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 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 18th day of December , 2001 .

Signature Dianne M. Mercer
(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)

Dianne M. Mercer
(Typed or printed name)

President
(Title)