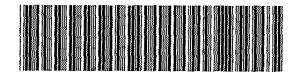
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NC T. Lewis 11/27/02 Cohen & Kahn, P.A.
Presidential Circle
4000 Hollywood Boulevard
Suite 400 North
Hollywood, Florida 33021

(954) 964-4870

Facsimile (954) 964-4871

November 26, 2002

Michelle Hodges Document Specialist Secretary of State of Florida 409 East Gaines Street Tallahassee, Florida 32399

Re:

Empire Art Products Co., Inc.

Reference Number: W02000032547

Dear Ms. Hodges:

In connection with the above-referenced matter, enclosed are the Articles of Amendment to Articles of Incorporation of Empire Art Products Co., Inc. with a check in the amount of \$35.00. Please have the name changed pursuant to the Amendment and enter the Application by Foreign Corporation for Authorization to Transact Business in Florida, which is also enclosed. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

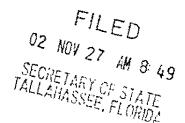
Very truly yours,

Mard N Kahn

HNK\dah Enclosures

C:\Debbie Server\kahn\EMPIRE\Hodgesitr

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



EMPIRE ART PRODUCTS Co., INC.

(present name)

POZODOOOSOOI

(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)

EMPIRE ART PRODUCTS OF FLORIDA 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: 1112>102	
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)	
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
Ε	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"	
	(voing 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.	
Signature	Signed this 25 day of No Jensex 2002.  (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)	
	GARY HELMAN	
	(Typed or printed name)	
	PRESIDENT	
	(Title)	