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SECRETARY OF STATE VLLAHASSUE, FLORIDA

T BROWN APR 2 3 2003



1031 Ives Dairy Road Miami, Florida 33179 Tel: 305-914-0154 Fax: 305-914-0153 email: sales@thecloseoutclub.com

April 3, 2003

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

To Whom It may concern,

Please see attached amendment.

Thank You

Myriam Lezmy

The Closeout Club, Inc.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



The	CLOSEOUT CLUB, INC.	
	(present name)	
	P03000028811	-
	(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 VIII
The initial officer(s) and for director (s) of the Corporation is fare

TITLE: PRESIDENT

MYRIAM LEZMY

1031 IVES DAIRY ROAD.

#228

MIAMI, FL. 33179

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: The date of each amendment's adoption: The date of each amendment's adoption:
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
0	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ę	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"
C	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 300 day of Poeis . 2003
Signature	
	by the Chairman of 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)
	MYRIAM LEZHY (Typed or printed hame)
	PRESIDENT (Title)