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July 9, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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*****87.50 *****43.75

RE: Articles of Amendment to Articles of Incorporation
GOURMET WINE CLUB INCORPORATED

Dear Sir or Madam:

Enclosed please find original and a copy of the Articles of Amendment to Articles of Incorporation of Gourmet Wine Club Incorporated, along with a check in the amount of \$87.50. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please contact the undersigned.

Very truly yours,

Thomas R. Spencer, Jr.

TRS/zab
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 12 AM 11:42

FILED

Amend

T. LEWIS JUL 14 1999

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
GOURMET WINE CLUB INCORPORATED

99 JUL 12 AM 11:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following Amendment to the Articles of Incorporation was unanimously adopted by the shareholders and directors of the corporation pursuant to Florida Statutes Section 607.1003, on June 29, 1999:


ARTICLE III of the Articles of Incorporation is hereby amended to read as follows:

"This corporation is authorized to issue one hundred thousand shares of one dollar par value common stock."

Executed this 29 day of June, 1999.

GOURMET WINE CLUB INCORPORATED

By:


MIGUEL GARCIA ARMENGOL
President