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LAW OFFICES

*Stan L. Riskin, P.A.*

499 N.W. 70TH AVENUE, SUITE 101

P.O. BOX 17914

PLANTATION, FLORIDA 33317

(954) 587-4668

FAX (954) 587-0205

June 2, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

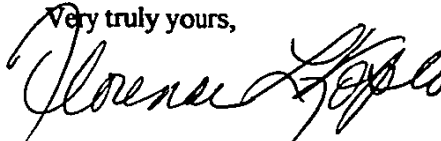
RE: Sugar Free Marketplace, Inc.  
Amendment to Articles of Incorporation

Gentlemen:

Enclosed please find our check for \$35.00 together with original and copy of Certificate of Amendment relative to the above Corporation.

A self-addressed stamped envelope is provided for the return confirmation.

Very truly yours,



Florence L. Koplo, CLA  
Certified Legal Assistant

/flk/  
Enclosures

400002201124--7  
-06/04/97--01049--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Florence authorized to  
Correct heading from  
Cert to articles and  
show Sandra as the  
sole officer & director*

*KFS*

*Amend  
F#5  
6-12-97*

FILED  
97 JUN -4 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

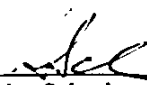
Articles of Amendment  
To  
Articles of Incorporation  
Of  
SUGAR FREE MARKETPLACE, INC.

FILED  
97 JUN -4 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that on May 23, 1997 at a duly noticed Meeting of the Stockholders and Directors of SUGAR FREE MARKETPLACE, INC., the following Amendment to the Articles of Incorporation was adopted:

That JUNE BEYDA shall cease serving as an Officer, Director of SUGAR FREE MARKETPLACE, INC. and from this date forward, SANDRA SCHREIER shall be President, Secretary, Treasurer and Director of SUGAR FREE MARKETPLACE, INC.

Dated this 27 day of May, 1997.

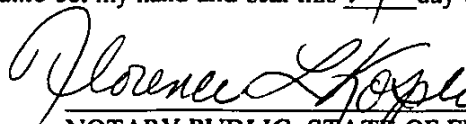
  
Sandra Schreier, Secretary

STATE OF FLORIDA     )  
COUNTY OF BROWARD ) ss:

BEFORE ME, the undersigned authority, personally appeared Sandra Schreier, known to me to be the person who signed the foregoing instrument and she acknowledged to me that she executed same. Personally known or produced identification in the form of Personally Known

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of May, 1997.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA

