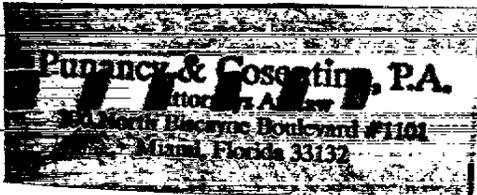


095000024498

Requester's Name



500008283555--9
-10/09/02--01035--003
*****52.50 *****52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

02 OCT -9 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

095000024498
10-9-02 AM
28 Amend
*Auth Copy
*Auth of Stat

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCEAN GIFTS, INC.**

P95000024498

(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)*

AMENDMENT TO THE ARTICLES OF INCORPORATION:

Effective immediately, Mr. DANIEL AVITAL will no longer be a member of the Board of Directors for OCEAN GIFTS, INC. Mr. DANIEL AVITAL will not have any of the duties and/or responsibilities associated with his former position as a now former member of the Board of Directors.

Additionally, MS. BETTY JAN MOUSE will become the new board of director for OCEAN GIFTS, INC. replacing Mr. DANIEL AVITAL. MS. BETY JAN MOUSE' address is listed as:

4001 A1A South, St. Augustine, Florida 32084

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT -9 PM 4: 27
FILED

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:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: OCTOBER 2, 2002

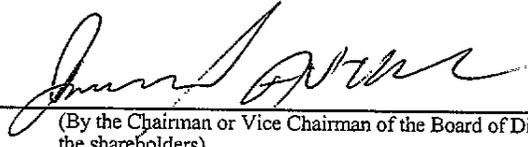
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 _____ day of 10-04-02

Signature 
(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)

DANIEL AVITAL

(Typed or printed name)

PRESIDENT / Director

(Title)