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October 9, 1997

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

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*****35.00 *****35.00

RE: Coins-N-Gems, Inc.

To whom it may concern:

Please find enclosed herewith the original ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF COINS-N-GEMS, INC. which is being delivered for filing this date. Also enclosed is Bond, Arnett & Phelan, P.A. check number 026932 in the amount of \$35.00 to cover the cost of the filing fee. If you have any questions please do not hesitate to let us know.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

By: Victoria L. Smith
Victoria L. Smith, Paralegal

VS/jc
cc: client

*Vicky Smith gave Authorization
to add date of Adoption.
10/21 [initials]*

Amend

VS OCT 22 1997

FILED
OCT 13 11:00:01
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
COINS-N-GEMS, INC.**

Pursuant to the provisions of § 607.1006 of the Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article V is repealed in its entirety.
2. Substituted in its stead is a new Article V which shall state:

"This corporation shall have one director. The number of directors may be increased from time to time by the bylaws, but shall never be less than one. The name and address of the director of this corporation who shall serve commencing with the effective date of these Articles of Amendment is:

William P. Smith
2701 S.W. College Road, Suite 305
Ocala, Florida 34474"

3. This amendment shall be effective commencing at 12:01 a.m. on October 3, 1997. The date of adoption was October 2, 1997.

4. Except as specified to the contrary herein, the Articles of Incorporation of the corporation remain in full force and effect.

5. This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

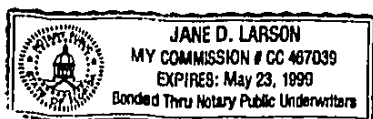
Signed this 2nd day of October, 1997.

By:

William P. Smith, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10th day of October, 1997, by William P. Smith, who is personally known to me or produced identification.



Jane D. Larson
Notary Public, State of Florida

My Commission No.: CC 467039

My Commission Expires: 5/23/99

FILED
OCT 13 AM 10:01
TALLAHASSEE, FLORIDA