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PHILLIP B. RARICK, P.A.

Miami Lakes Executive Center
7850 N.W. 146th Street, Suite 502
Miami Lakes, Florida 33016

Phillip B. Rarick, Esq.
Member of Florida and Virginia Bars

Telephone (305) 556-5209
Facsimile (305) 362-9525
E-Mail: rarick@zim.com

February 25, 1998

Florida Department of State
Div. Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Gift Baskets Design, Inc.
Gerardo's Marketplace, Inc.

Dear Sir or Madam:

I am corporate counsel for Gift Baskets Design, Inc. and Gerardo's Marketplace, Inc.
Enclosed please find:

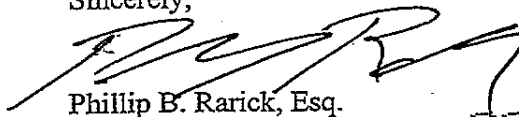
- Articles of Dissolution for Gerardo's Marketplace, Inc.
- Articles of Amendment to Articles of Incorporation for Gift Baskets Design, Inc.
- Check for \$70

Please return a file marked copy in the enclosed envelope.

Gerardo's Marketplace, Inc. will permanently dissolve and does not intend to revoke its corporate dissolution or reinstate its corporate form. Gerardo's Marketplace, Inc. hereby immediately releases the name of Gerardo's Marketplace, Inc. for use by other corporations.

Please contact the undersigned at (305) 556-5209 if you have any questions about this filing.
Thank you for your assistance.

Sincerely,



Phillip B. Rarick, Esq.

GERARDO-SEC-OF-STATE.LTR

N/C

VS APR 3 1998

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*****70.00 *****35.00

FILED
98 APR -2 AM 11:14
TALLAHASSEE, FLORIDA

LAW OFFICE

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March 31, 1998

Florida Department of State
ATT: VELMA SHEPARD
Div. Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

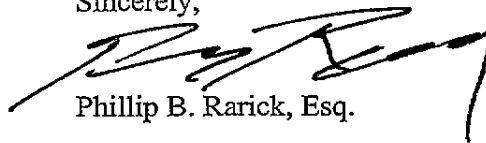
RE: Gift Baskets Design, Inc.
Gerardo's Marketplace, Inc.

Dear Ms. Shepard:

Pursuant to our discussion approximately 2 weeks ago, enclosed please find affidavit regarding release of corporate name. I trust this will now be sufficient to change the name of Gift Baskets Design, Inc. to Gerardo's Marketplace, Inc.

Please contact the undersigned at (305) 556-5209 if you have any questions about this filing. Thank you for your assistance.

Sincerely,



Phillip B. Rarick, Esq.

GERARDO-SEC-OF-STATE-2.LTR

Affidavit

The undersigned, being first duly sworn, says:

1. Affiant is the President, Director, Incorporator, and sole shareholder of Gerardo's Marketplace, Inc.
2. Gerardo's Marketplace, Inc. will permanently dissolve and does not intend to revoke its corporate dissolution or reinstate its corporate form.
3. Gerardo's Marketplace, Inc. hereby immediately releases the name of Gerardo's Marketplace, Inc. for use by other corporations.

Further affiant sayeth not.

This Affidavit is dated March 31, 1998.

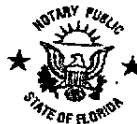

GERARDO SEFERLIS, President

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing Affidavit was acknowledged before me on March 31, 1998, by GERARDO SEFERLIS, as President, who personally appeared before me, is personally known to me or who produced a Florida driver's license as identification.

Witness my hand and official seal.


NOTARY PUBLIC



PHILLIP B. BARICK
My Commission CC379119
Expires Jun. 05, 1998
Bonded by HAI
800-422-1555

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
GIFT BASKET DESIGN, INC.**

FILED
98 APR -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of GIFT BASKET DESIGN, INC., a Florida Corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on February 13, 1998.

ARTICLE ONE - NAME

Article One is amended to read as follows:

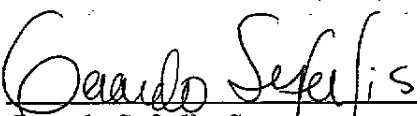
1. Name of Corporation. The present name of the Corporation is GIFT BASKETS DESIGN, INC.. The name of the corporation is hereby changed to GERARDO'S MARKETPLACE, INC.

2. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this February 14, 1998

GIFT BASKETS DESIGN, INC.


Gerardo Seferlis, President


Gerardo Seferlis, Secretary