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BASIC AMENDMENT

DON MICHAEL CIGAR CLASSICS INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 1999

DON MICHAEL CIGAR CLASSICS INC.
8051 N TAMiami TRAIL
SUITE 15
SARASOTA, FL 34243

SUBJECT: DON MICHAEL CIGAR CLASSICS INC.
REF: P96000103233

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000027439
Letter Number: 599A00052067

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AMENDMENT TO THE ARTICLES OF INCORPORATION OF DON MICHAEL CIGAR CLASSICS INC.

Pursuant to the applicable provisions of the Florida Statutes, the undersigned corporation adopted the following amendments to its Articles of Incorporation:

The undersigned corporation, being DON MICHAEL CIGAR CLASSICS INC., a Florida Corporation, the Articles of Incorporation of which became effective on January 1, 1997, under Charter Number P96000103233 resolves that the Articles of Incorporation be and the same are hereby amended in the following particulars:

- I. ARTICLE 1 is hereby amended to read as follows:

The name of the corporation shall be:

MICHAEL MARTIN, INC.

The foregoing AMENDMENTS TO THE ARTICLES OF INCORPORATION OF DON MICHAEL CIGAR CLASSICS INC. were approved and adopted by the Stockholders of the Corporation at a meeting of the Stockholders that was held on the 28th day of October, 1999 at which all of the stockholders were present, said stockholders represented a quorum as required by the Corporate By-laws, and said AMENDMENT received a unanimous vote by the stockholders to amend the ARTICLES OF INCORPORATION.

DATED at Sarasota, Florida, this 28th day of October, 1999.

MICHAEL MARTIN, INC.
a Florida Corporation, formerly,
DON MICHAEL CIGAR CLASSICS INC.

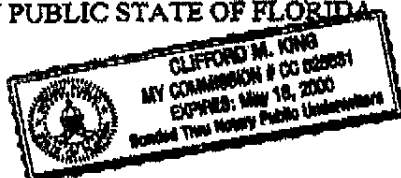
By: Michael P. Martin
Michael P. Martin, President

Attest: Michael P. Martin
Michael P. Martin, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me this 28th day of October, 1999, by Michael P. Martin, as President of MICHAEL MARTIN, INC., a Florida Corporation, formerly, DON MICHAEL CIGAR CLASSICS INC. who is personally known to me, or who has produced Florida Drivers License as identification, and who did take an oath and he acknowledged executing the foregoing instrument on behalf of the corporation freely and voluntarily.

NOTARY PUBLIC STATE OF FLORIDA



Clifford M. King
Typed/Printed Name of Notary

My Commission Expires:

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