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September 23, 1997

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Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Articles of Amendment
The Arzt Fine Cigar Corporation

Gentlemen:


Enclosed are the original and one copy of the proposed Articles of Amendment for The Arzt Fine Cigar Corporation changing the authorized number of shares of the Corporation and the par value of those shares. Also enclosed is a check in the amount of \$87.50 payable to the Secretary of State representing payment for the filing fee in the amount of \$35.00 and for the certified copy in the amount of \$52.50.

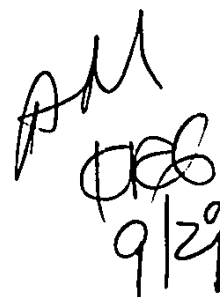
For your information, the Articles of Incorporation of for The Arzt Fine Cigar Corporation were filed on April 8, 1997 and assigned document number P97000031393..

Please approve and file the original of the Articles of Amendment Incorporation and certify the copy for us. The certified copy of the Articles of Amendment should be forwarded to Alan Rabinowitz, Esq., 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Alan Rabinowitz


9/29

ARTICLES OF AMENDMENT
OF
THE ARZT FINE CIGAR CORPORATION

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FILED
SECRET
TALLAHASSEE FLORIDA

The undersigned being the incorporator of The Arzt Fine Cigar Corporation (the "Corporation") hereby adopts the following Amendment to the Articles of Incorporation of the Corporation pursuant to the Florida Business Corporation Act:

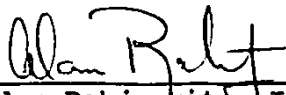
1. Article III of the Articles of Incorporation setting forth the number of authorized shares of common stock and the par value of each share is amended as follows:

"ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 15,000,000 shares of common stock having a par value of \$.00001 per share."

2. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.
3. This Amendment to the Articles of Incorporation was adopted by the undersigned incorporator of the Corporation as of September 16, 1997 in accordance with F.S.A. §617.1005 without shareholder action and prior to the issuance of stock in the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on September 23, 1997.


Alan Rabinowitz, Incorporator