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TALLAHASSEE FLORIDA

BASIC AMENDMENT

1-800-PARTYSHOP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
1-800-PARTYSHOP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of 1-800-PARTYSHOP, INC. delivers these Articles of Amendment in order to amend the Articles of Incorporation of the Corporation.

ARTICLE I

The name of this Corporation is 1-800-PARTYSHOP, INC.

ARTICLE II

Article III of the Corporation's Articles of Incorporation is amended to read as follows:

"ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which may be issued by this Corporation is TWENTY MILLION (20,000,000) shares with no par value, all of which shall be common stock and shall be fully paid and non-assessable."


ARTICLE III

The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

ARTICLE IV

The foregoing amendment was duly adopted by the Board of Directors and the shareholders of the corporation by written consent pursuant to which a sufficient number of Directors and shareholders approved the foregoing amendment on January 31, 2000.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of January 31, 2000.


Name: Jodi B. WOHL
Title: SECRETARY-TREASURER