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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

ROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: PATRIOT NOVELTIES, INC.

AUDIT NUMBER.....H97000010115

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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PAGES..... 3

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TALLAHASSEE, FLORIDA

Art. of Amendment
6-20-97
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U.S. DEPT. OF JUSTICE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

PATRIOT NOVELTIES, INC.
140 COATES NORTH
HOLBROOK, NY 11741

SUBJECT: PATRIOT NOVELTIES, INC.
REF: P97000039179

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000010115
Letter Number: 497A00032917

3) H97000010115

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PATRIOT NOVELTIES, INC.

FILED
97 JUN 20 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

p97000039179

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:
ARTICLE SIX - ADDING AND ADDITIONAL MEMBER TO THE BOARD OF DIRECTORS.

ANTHONY M. PERRELLI
VICE-PRESIDENT
626 LITTLE WEKIVA RD.
ALTAMONTE SPRINGS, FL. 32714

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

A.C. CARBONE, CPA, PA
1001 W. CYPRESS CREEK RD. #403
FORT LAUDERDALE, FL 33309
TEL. (954) 351-0004
FAX (954) 351-0006

H97000010115

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THIRD: The date of each amendment's adoption: JUNE 18, 1997.

FOURTH: Adoption of Amendment(s) (check one)

— The amendment(s) was/were approved by the shareholders.
The number of votes cast for the amendment(s) was/were
sufficient for approval.

— The amendment(s) was/were approved by the shareholders
through voting groups.

The following statement must be separately
provided for each voting group entitled to vote
separately on the amendment(s):

"The number of votes cast for the amendment(s)
was/were sufficient for approval by _____."
(voting group)

X

The amendment(s) was/were adopted by the board of
directors without shareholder action and shareholder
action was not required.

— The amendment(s) was/were adopted by the incorporators
without shareholder action and shareholder action was not
required.

Signed this 18 day of June, 19 97.

Signature Angelo J. Carbone
(By the Chairman or Vice Chairman
of the Board of Directors, President
or other officer if adopted by the
shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Angelo J. Carbone
Typed or printed name

President and Director
Title

491000010115