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BROWNING, SIRECI, GULLER, KLITENICK & THOMPSON, P.A.

ATTORNEYS AT LAW
402 APPELROUTH LANE
KEY WEST, FLORIDA 33040
TELEPHONE: 305.293.8888
FAX: 305.294.1144
E-MAIL: bsgkt@keys.4ez.com

FILED
98 JAN -2 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL L. BROWNING
THOMAS J. SIRECI, JR.
CHARLENE GULLER BROWNING*
RICHARD M. KLITENICK
JAMES MOTEN THOMPSON **

Of Counsel
HAROLD E. WOLFE, JR., P.A.†
FLORIDA BAR BOARD CERTIFIED ESTATE
PLANNING AND PROBATE ATTORNEY
AND TAX ATTORNEY

*ALSO ADMITTED IN MASSACHUSETTS
GEORGIA
**ALSO ADMITTED IN CALIFORNIA

†ALSO ADMITTED IN ALABAMA &

December 23, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002388419-- J
-01/02/98--01073--002
*****35.00 *****35.00

RE: TIME OUT GIFT SHOP, INC.
Name Change to MR. P'S, INC.

Dear Sir:

I am enclosing herewith Articles of Amendment for TIME OUT GIFT SHOP, INC. changing the name to MR. P'S, INC. and a check in the amount of \$35.00 for filing same.

Sincerely,


THOMAS J. SIRECI, JR.

TJS\djw

Enclosures

djw/teah1222.11r

N/C

VS JAN 9 1998

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of TIME OUT GIFT SHOP, INC., a Florida corporation, filed in Tallahassee, on May 19, 1997 be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:

The name of this corporation is "MR. P'S, INC."

2. The foregoing amendment was adopted by unanimous consent of the Stockholders entitled to vote and Directors of the corporation on the 23rd day of December, 1996.

TIME OUT GIFT SHOP, INC.

Now:

MR. P'S, INC.

BY:

MICHAEL POMPEI, President

MICHAEL POMPEI, Secretary

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 23rd day of December, 1997 by MICHAEL POMPEI, as President and Secretary of MR. P'S, INC., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ _____ as identification and did ~~(did not)~~ take an oath.

Dana J. Walkup
Notary's signature

Dana J. Walkup
Notary's name printed or typed



Dana J. Walkup
MY COMMISSION # CC510013 EXPIRES
November 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: