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FLORIDA DIVISION OF CORPORATIONS

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NAME: TWO GIRLS, INC.
AUDIT NUMBER.....H97000019183
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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FAX AUDIT NO. H97000019183

ARTICLES OF AMENDMENT

OF

TWO GIRLS, INC.

1. The name of the corporation is TWO GIRLS, INC.
2. The Amendment adopted was a change in the corporate name from TWO GIRLS, INC. to THE GOODIE BASKET, INC.

3. The Amendment was adopted on 11-18-97, 1997, pursuant to a written statement of the two (2) shareholders and two (2) directors, manifesting their intention that said Amendment be adopted.

4. The existing shareholders shall exchange the ONE (\$1.00) DOLLAR par value common stock issued to it in TWO GIRLS, INC., in return for a like amount of ONE (\$1.00) DOLLAR par value common stock in THE GOODIE BASKET, INC.


President


Secretary

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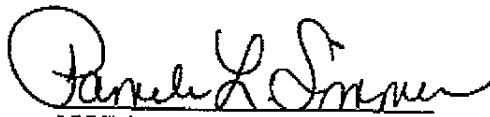
This Instrument Prepared By:
Joseph L. Diaz, Esquire
2522 West Kennedy Boulevard
Tampa, FL 33609
813/879-6164
Florida Bar No. 179925

FAX AUDIT NO. H97000019183

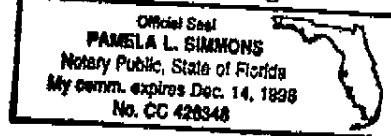
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN TO before me by DEBRA MADIEDO and NAN NUNEZ
MALTARP, President and Secretary, respectively, of TWO GIRLS, INC., this 18th day of
November, 1997.



NOTARY PUBLIC
State of Florida at Large



FAX AUDIT NO. H97000019183

FAX AUDIT NO. H97000019183

CONSENT TO AMENDMENT TO
ARTICLES OF INCORPORATION OF
TWO GIRLS, INC.

We, the undersigned, being the sole directors and shareholders of the above-named corporation, manifest our intention, through this written statement, that the Articles of Incorporation of the above-named corporation, be amended to provide for a change in the corporate name from TWO GIRLS, INC. to THE GOODIE BASKET, INC.

DATED this 18th day of November, 1997.


Stockholder/Director


Stockholder/Director

FAX AUDIT NO. H97000019183