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OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN

PLEASE REPLY TO:
ST. PETERSBURG

January 6, 1998

Florida Department of State
Division of Corporations
Domestic Charter Section
Post Office Box 6327
Tallahassee, Florida 32314

100002397291--1
-01/12/98--01104--015
*****35.00 *****35.00

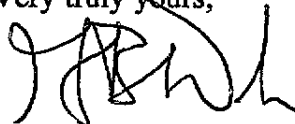
Re: Strings & Rings, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Amendment for Strings & Rings, Inc., together with our check for \$35.00 for the filing fee. Please file these Articles immediately upon receipt and return a copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



G. Barry Wilkinson

/dt

Enclosures

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VS JAN 14 1998

N/C

98 JAN 12 AM 11:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

STRINGS & RINGS, INC.

FILED
98 JAN 12 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE 1: NAME

The present name of the corporation is: STRINGS & RINGS, INC.

ARTICLE 2: NAME

Article 1 of this corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE 1: NAME

"The name and principal office address of this corporation is:

STRINGS 'N RINGS, INC.
10515 CAROLLVIEW DRIVE
TAMPA, FL 33618"

ARTICLE 3: ADOPTION

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.181(3), Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of such written consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 2 day of ~~December, 1997~~ January, 1998

STRINGS & RINGS, INC.

By: Alan Smolar

ALAN SMOLAR, as President

Attest: Alan Smolar

ALAN SMOLAR, as Secretary

Articles of Amendment of
Strings & Rings, Inc.
Page 2

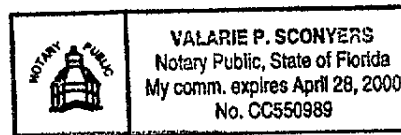
STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 2 day of ^{January}~~December~~,
¹⁹⁹⁸~~1997~~, by ALAN SMOLAR, as President and Secretary, on behalf of the corporation now known as
STRINGS 'N RINGS, INC., formerly known as STRINGS & RINGS, INC., who is personally
known or who provided FL. DRIVERS LICENSE as identification.

Valarie P. Sconyers
Notary Public - State of Florida

My Commission Expires: 4-28-2000

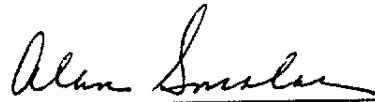


UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS AND DIRECTORS OF
STRINGS & RINGS, INC.

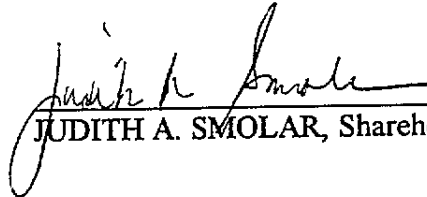
This Consent shall be in lieu of a special meeting of the sole Director and Shareholders of STRINGS & RINGS, INC.

The undersigned, being all of the Shareholders and the sole member of the Board of Directors of STRINGS & RINGS, INC., acting without meeting pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation, do hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to STRINGS 'N RINGS, INC., and approve and adopt the foregoing Articles of Amendment.

Dated: December 31, 1997.



ALAN SMOLAR, Director and Shareholder



JUDITH A. SMOLAR, Shareholder