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February 6, 1998

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*LICENSED IN OHIO ONLY

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

Re:

Gingerbread and Old Lace, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to Articles of Incorporation for the above company, along with our check in the amount of \$35.00 to cover the filing fee.

Please file and return a copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please call.

Very truly yours,

Paul K. Heuerman

For the Firm

ere F 2-11-98

PKH/dk Enclosures 120863_1.WP5

TIFFANY N. DEL DUCA TERRENCE R. HOLIHEN

ARTICLES OF AMENDMENT

FILED 98 FEB -9 AM 8: 03

TO

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GINGERBREAD AND OLD LACE, INC. a Florida corporation

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST:

Amendments Adopted:

Article V is amended as follows:

". . . The principal office of the Corporation is located at 995 Fifth Avenue South, Naples, Florida 34102."

Article VI is amended as follows:

The address of the two (2) Directors is:

995 Fifth Avenue South Naples, Florida 34102

SECOND:

The date of the amendment's adoption is February 5, 1998.

THIRD:

Paul K. Heuerman, as the sole incorporator, has adopted the amendment set forth herein. The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

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Signed this 6th day of February, 1998.

Paul K. Heuerman, Sole Incorporator