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December 4, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

FILED
98 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTENTION: CHARTER DEPARTMENT

Re: Articles of Amendment to the Articles of Incorporation of CURIO CO'S, INC.
Our File No. 98-215

Dear Sirs:

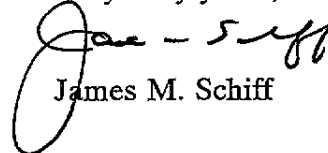
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*****35.00 *****35.00

You will find enclosed herewith an original and one copy of the Articles of Amendment to the Articles of Incorporation of CURIO CO'S, INC. Also, enclosed is our check in the amount of \$35.00.

Please send us proof of filing the Articles of Amendment as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Amendment, please contact this office immediately. Thank you for your cooperation.

Very truly yours,


James M. Schiff

JMS/lp
Enclosures

Amend.
12-14-98
cc

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CURIO CO'S, INC.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CURIO CO'S, INC.
2. The following amendment to the Articles of Incorporation was adopted by all of the stockholders and all of the directors of the corporation on September 17, 1998, in the manner prescribed by the Florida General Corporation Act and the Articles of Incorporation:

Article VI of the Articles of Incorporation of said corporation be amended so that, as amended, it shall read as follows:

ARTICLE VI, OFFICERS AND DIRECTORS

This corporation shall have one officer and one director. The name and street address of the officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Reese Victor
777 Bayshore Drive
Suite 1603
Ft. Lauderdale, FL 33304

Director
President
Secretary

Article VIII of the Articles of Incorporation of corporation be amended so that, as amended, it shall as follows:

ARTICLE VIII

The street address of the registered agent of this corporation is 9130 South Dadeland Boulevard, Suite 1609 - Two Datan Center, Miami, Florida 33156, and the name of its registered agent at such address is James M. Schiff, Esquire.

Dated this 2 day of ^{December} November, 1998.

CURIO CO'S, INC.

By: 

REESE VICTOR
President

(SEAL)

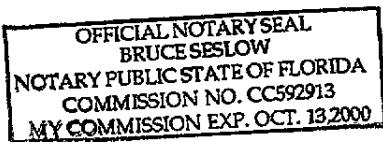
FILED
98 DEC -7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF Broward) ss:

The foregoing instrument was acknowledged to before me this 2 day of ~~November~~, 1998, by Reese Victor, as President of CURIO CO'S, INC., who is personally known to me to ~~who has produced~~ as identification and who did take an oath.

My Commission Expires:

Bruce Seslow
Notary Public, State of Florida
at Large
Bruce Seslow
Printed Name of Notary

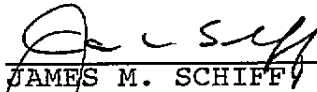


**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted.

First -- That CURIO'S CO, INC. under the laws of the State of Florida, has named JAMES M. SCHIFF, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



JAMES M. SCHIFF, Registered Agent

Dated this 3 day of November, 1998.