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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: FLORENCE COMPANY

AUDIT NUMBER.....H98000010281

DOC TYPE.....BASIC AMENDMENT

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CERT. COPIES.....0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

FLORENCE COMPANY
3951 N.W. 194TH STREET
MIAMI, FL 33055

SUBJECT: FLORENCE COMPANY
REF: F98000037182

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000010281
Letter Number: 398A00031204

H98000010281

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FLORENCE COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I:

The name of the corporation shall be:

Gift-Mart Stores, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Brian D. Florense
3951 N.W. 194th St.
Miami, FL 33055
(305) 622-6603

H98000010281

THIRD: The date of each amendment's adoption: June 1, 1998


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 02 day of June, 19 98

Signature 
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BRIAN D. FLORENCE
 Typed or printed name

Chairman / President
 Title