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November 12, 1998

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

FILED
98 NOV 16 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Gift-Mart Stores, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Gift-Mart Stores, Inc. Please file the original with the State. Please stamp the enclosed copy acknowledging receipt of the filing and return it to our office in the enclosed self-addressed stamped envelope. Also enclosed is a check made payable to Florida Department of State in the amount of \$43.75 for filing of the Articles and for one certified copy of the filed document, which we believe to be the appropriate fee. Please let us know if we can be of further assistance with regard to the enclosed document.

Very truly,

Bradley F. Rothenberg

Mr. Rothenberg GAVE

Encs. AUTHORIZATION BY PHONE TO
CORRECT Title of signor - President
DATE 11-19-98
DOC. # 1112

AM
CRG
11/19

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Gift-Mart Stores, Inc.

(present name)

FILED
98 NOV 16 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

That ARTICLE III: Capital Stock be deleted in its entirety, and that it be replaced with the following:

ARTICLE III: Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock having \$.0001 par value per share and 10,000,000 shares of preferred stock having \$.0001 par value per share.

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

N/A

THIRD: The date of each amendment's adoption: October 13, 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 shareholder through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

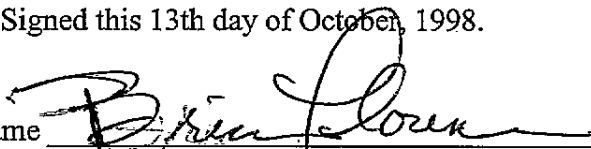
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

_____ 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 13th day of October, 1998.

Sign name



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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BRIAN FLORENCE

Typed or printed name

President, Chairman

Title