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**CLIFTON H. RODRIQUEZ, C.P.A., P.A.**

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September 21, 1998

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Karen Gibson

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-10/08/98--01003--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Articles of Amendment-Good Faith Clothing & Variety Store, Inc.**

Dear Karen:

We would like to file the following articles of amendment on behalf of our client, Good Faith Clothing & Variety Store, Inc. This amendment to the articles is necessary because the corporation obtain an additional investor.

We are filing these amendments in accordance with directive given by the Board of Directors.

Your cooperation and promptness in handling this matter would be most appreciated.

Yours very cordially,

**CLIFTON H. RODRIQUEZ, C.P.A., P.A.**

*called 9/30  
Clifton sending check*

*Clifton H. Rodriguez*  
Clifton H. Rodriguez, M.B.A., C.P.A., C.I.A.

cc: Mr. Nathaniel Brown

Enclosure(s)

CHR/tbr

**FILED**  
98 OCT -8 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AM  
KLB  
10-8*

ARTICLES OF AMENDMENT

of

Good Faith Clothing & Variety Store, Inc.

FILED  
98 OCT - 8 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, Nathaniel Brown, President/C.E.O and Chairman of the Board.; Zelotis E. Brown, Shareholder/Director; and Nezrene Ezell, Shareholder/Director of Good Faith Clothing & Variety Store, Inc., a Florida Subchapter S corporation, do hereby certify that a meeting of the Shareholders of said corporation, duly called and held in the City of Ft. Lauderdale, Florida on **September 21, 1998** at which meeting a majority of the shareholders were present in person or by proxy, resolutions as hereinafter set forth were adopted by a majority vote of said members. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Article IV is hereby amended to read as follows:

Article IV: Number of Shares Authorized

The number of common shares of stock that this corporation is authorized to have outstanding at any one time is

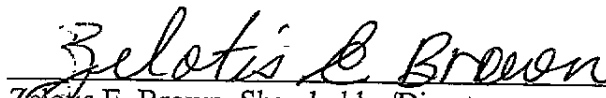
One Thousand (1000)

(The par value of the corporation common stock will be \$1.00). The subscribers have authorized the issuance of 100% or 1,000 shares of the authorized stock. At present, Nathaniel Brown will own 55% of the outstanding shares, Zelotis E. Brown will own 15%, Nezrene Ezell will own 15% and Kingsly A. Brown will own the remaining 15% of the outstanding stock.

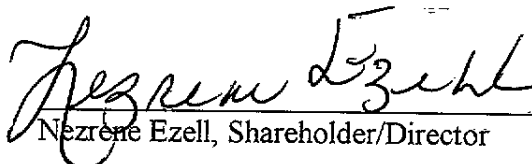
EXECUTED this 23 day of September 1998



Nathaniel Brown, President/C.E.O. & Chairman



Zelotis E. Brown, Shareholder/Director



Nezrene Ezell, Shareholder/Director

Good Faith Clothing & Variety Store, Inc.  
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STATE OF FLORIDA     )

: ss

COUNTY OF BROWARD )

Personally appeared before me, the undersigned authority, Nathaniel Brown, Zelotis E. Brown and Nezrene Ezell who are known to me to be the persons who executed the foregoing Articles of Amendment of **Good Faith Clothing & Variety Store, Inc.**, a Subchapter S corporation and they acknowledged before me that they subscribed to these Articles in good faith, for the purpose and uses set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of September 1998.

Willie M. Williams  
Notary Public, State of Florida

My Commission Expires: Feb 13, 2000



**WILLIE MARVIN WILLIAMS**  
COMMISSION # CC 532311  
EXPIRES FEB 13, 2000  
BONDED THRU  
ATLANTIC BONDING CO. INC.

WILLIE M. WILLIAMS  
Printed Name