

P98000077406

GRAY HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250

225 SOUTH ADAMS STREET
POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE 850-222-7717
FAX 850-222-3494
www.ghrlaw.com

E-MAIL ADDRESS

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KELLY B. PLANTE, ESQUIRE

January 03, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

FILED
01 JAN -3 PM 12:30
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$35.00** for the applicable filing fees for the following entity:

Executive Shoppe, Inc.
Document Number: P98000077406

Upon receipt, please "date-stamp" the copy of the letter provided, **conform the copy of the Articles** when filed and call Ann Cotroneo at 222-7717, when the **conformed** copy is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/ams
Enclosures
GHRCORP/GHR3.02
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1/4/01



ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EXECUTIVE SHOPPE, INC.

FILED
01 JAN -3 PM 12:07
SPRINGFIELD
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the President of Executive Shoppe, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation (the "Articles of Amendment"), as unanimously approved and adopted during a special meeting of the Board of Directors of the Corporation pursuant to Florida Statutes Section 607.0820 on June 13, 2000 and as approved by the holder of a majority of the Corporation's capital stock in an action by written consent, pursuant to Florida Statutes Section 607.0704, dated June 12, 2000. The number of votes cast by the shareholders was sufficient for approval.

These Articles of Amendment correct the company's Articles of Incorporation to increase the number of authorized shares of Common Stock of the Corporation, which provision was inadvertently misstated in the Amended and Restated Articles of Incorporation filed on June 15, 2000.

ARTICLE I
NAME

The name of the corporation is: Executive Shoppe, Inc.

ARTICLE II
AMENDMENT

Section 1(a) of Article IV of the Corporation's Articles of Incorporation is hereby amended to read as follows:

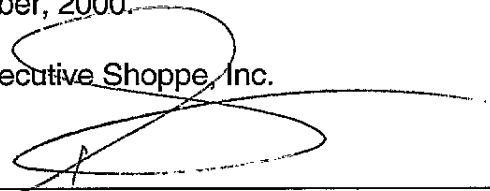
ARTICLE IV
CAPITAL STOCK

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 with a par value of \$.0001 per share.

IN WITNESS WHEREOF, the Articles of Amendment have been signed by the President of the Corporation this 28 day of December, 2000.

Executive Shoppe, Inc.



Thomas A. Shipley
President