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GPI Marketing Inc.

11800 28th Street N.
St Petersburg, FL 33716
727/592-0146-Fax 727/592-0795

October 24, 2001

500004653295--3
-10/25/01-01057-001
*****35.00 *****35.00

Dear Examiner,

10/25/01 01057 001
\$35.00

Enclosed are the Amended Articles of Incorporation for Bikes International Inc. I made a name change and the change of address as follows within. If you would please process and send back to me. The check for \$35.00 is also enclosed for the fee. If you have any questions please contact me at 1-866-818-888.

Sincerely,


Joseph Camillo
GPI Marketing Inc.

FILED
01 OCT 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Communication:
The Power in the Market

T BROWN OCT 30 2001

Amend + N/C

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ORIGINAL

**ARTICLES OF AMENDMENT
TO
BIKES INTERNATIONAL, INC.**

FILED
01 OCT 25 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole director and president of Bikes International, Inc., does hereby amend its Articles of incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be GPI Marketing, Inc..

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$0.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The address of the principal place of business of this corporation in the State of Florida shall be 11800 28TH St. N., St. Petersburg, Fl. 33716. The Board of directors may at any time and from time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and , subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE VIII AMENDMENT OF BY-LAWS

Anything in these Articles of Incorporation, the By-Laws , or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

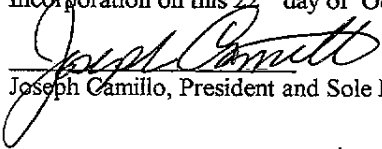
To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on October 22, 2001 and that the number of votes cast was sufficient for approval.

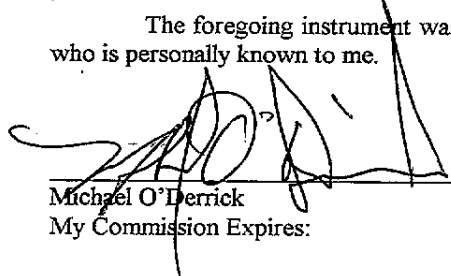
IN WITNESS WHEREOF I have hereunto subscribed to and executed the Amended Articles of Incorporation on this 22nd day of October, 2001.


Joseph Camillo, President and Sole Director.

The foregoing instrument was acknowledged before me on October 22, 2001, by Joseph Camillo, who is personally known to me.



Michael J O'Derrick
★ My Commission CC887039
★ Expires November 11 2003


Michael O'Derrick

My Commission Expires:

_____, Notary public