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Douglas W. Sams, CPA

January 27, 1999

Division of Corporations P O Box 6327 Tallahassee, FL 32314

400002758294--5 -01/29/99--01031--005 *****52.50 *****52.50

Subject: Amended Article of Incorporation

Dear Division Representative:

Enclosed is a signed adoption by the shareholders to amend the corporation's name in Article One from Cheaper to Cheeper. Please file the amendment (fee of \$35).

We would also appreciate a certified copy of the amendment (fee of \$8.75) and a certificate of status upon the completion of the amendment (fee of \$8.75).

A check is enclosed for the amount of \$52.50.

Sincerely,

Douglas W. Sams, CPA

On behalf of Cheeper Peepers Eyewear Co.

P 98 0000 99915

N/C

VS FEB 4 1999

ARTICLES OF AMENDMENT TO SECRETARY OF STATE OF

CHEAPER PEEPERS EYEWEAR CO.

(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 ONE -- "The name of the Corporation is Cheaper Peepers Eyewear Co." is amended and the word 'Cheaper' changed to state:--"The name of the Corporation is Cheeper Peepers Eyewear Co."

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:

THIRD:	The date of each amendment's adoption: January 1, 1999
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
-	The amendment(x) was/were approved by the shareholders. The number of votes cast for the amendment(x) 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
	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.
Signature	Gigned this 1st day of January , 1999 (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 SCHMIDT Typed or printed name
	PRESIDENT
	Title