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August 30, 1999

Via Certified Mail

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

Re: T-Shirt Universe Inc.

Dear Sirs:

Please find enclosed an original and (1) copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, and our Firm's check number 50113 in the amount of \$43.75 representing the filing fee for same as well as one certified copy. Please forward a certified copy to my attention in the enclosed self-addressed envelope.

Thank you for your attention to this matter.

Very truly yours,

David F. Hanley

DAVID F. HANLEY

DFH:rse
Enclosures

cc: T-Shirt Universe Inc. (with Enclosure)
W. Michael Brinkley, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
T-SHIRT UNIVERSE INC.

FILED
99 SEP 2 AM 8:34
CLERK OF THE
STATE OF FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes (1997), this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 10,000,000 shares. Such shares shall be of single class and shall have a par value of \$1.00 per share.

SECOND: The effective date of the amendment's adoption is August 17, 1999.

FOURTH: The amendment was adopted and recommended by the Directors, and adopted by the Shareholders, on August 17, 1999.

Dated effective this 17th day of August, 1999.

Charles J. Kropke,
Charles J. Kropke, President *President*

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared **CHARLES J. KROPKE**, as President of T-SHIRT UNIVERSE INC., a Florida corporation, who is personally known to me and who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Amendment to Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of August, 1999.

Sharon M. Neubauer
Notary Public, State Of Florida

[Notary Stamp]

