

S. SCOTT CHOOS

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P9900000 20294

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January 13, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003101704--5
-01/18/00--01129--005
*****35.00 *****35.00

RE: ARBOR QUEST, INC., P99000020294

Ladies and Gentlemen:

Enclosed please find Articles of Amendment changing the name of the captioned corporation to GREAT FINDS & DESIGNS, INC. Enclosed also, please find my check in the amount of \$35.00 representing the filing fee.

Thank you for your cooperation.

Very truly yours,


S. SCOTT CHOOS

SSC:ms
Encl.

FILED
JAN 18 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99000020294
20294
1-18-00

ARTICLES OF AMENDMENT

MINUTES OF JOINT MEETING OF STOCKHOLDERS AND DIRECTORS OF
ARBOR QUEST, INC.


Pursuant to proper notice and consent a joint meeting of the stockholders and directors of ARBOR QUEST, INC., a Florida corporation, was called to order on January 13, 2000.


Present was MARCIA P. BRUDER, the sole director and sole stockholder.

It was agreed, decided and determined that the name of the corporation, ARBOR QUEST, INC., shall be changed to GREAT FINDS & DESIGN, INC.


The secretary and legal counsel was authorized to prepare the proper resolution and file the necessary documents with the Secretary of State, State of Florida, to effectuate an official change of name.

The meeting was adjourned.


MARCIA P. BRUDER,
President/Secretary



MARCIA P. BRUDER,
Director and Stockholder

I HEREBY CERTIFY that the above is an accurate record of the meeting and the transactions occurring on January 13, 2000.

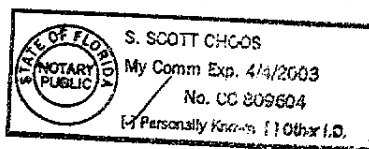

MARCIA P. BRUDER,
Secretary
(Corporate Seal)

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

SWORN TO AND SUBSCRIBED before me this 13th day of January, 2000.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



FILED
JAN 18 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA