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BASIC AMENDMENT

T AND C PROMOTIONS, INC.

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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
T AND C PROMOTIONS, INC.**

**T AND C PROMOTIONS, INC.
(Present Name)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation

FIRST: Amendment(s) adopted:

ARTICLE V - The Names and Addresses of the Board of Directors shall be amended as follows:

DELETE

Hilton Wolman, President/Treasurer/Director
5034 North West 24th Circle, Boca Raton, Florida 33431

Carl S. Bickel, Vice-President/Secretary/Director
1900 N. E. 210th Street, Aventura, Florida 33179

Anthony Jackowitch, Vice President-Finance/Treasurer/Director
7600 West 18th Lane, Hialeah, Florida 33014

ADD

Carl S. Bickel, President/Director
1900 N. E. 210th Street, Aventura, Florida 33179

Anthony Jackowitch, Secretary/Treasurer/Director
7600 West 18th Lane, Hialeah, Florida 33014

SECOND: The date of each amendment's adoption is April 12, 2001

THIRD : The amendment was approved by the shareholders. The number of Votes cast for the amendment was sufficient for approval.

Signed this 13th day of April, 2001

Signature _____

Anthony Jackowitch, Chairman of the Board of
Directors, Secretary/Treasurer

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