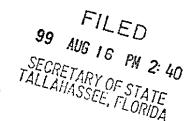


FILE THEST
THE UNITED STATES P99000039475
ACCOUNT NO. : 07210000032
REFERENCE: 342201 8739A
AUTHORIZATION Patricia Parish
COST LIMIT : \$ 35.00
ORDER DATE: August 16, 1999
ORDER TIME: 11:51 AM 8000029608181
ORDER NO. : 342201-005
CUSTOMER NO: 8739A
CUSTOMER: Ms. Bonnie J. Peck Siegel Lipman Dunay & Shepard, Suite 801 5355 Town Center Road Boca Raton, FL 33486
DOMESTIC AMENDMENT FILING
NAME: CRAZY BERNIE'S TOBACCO SHOP, INC.
EFFICTIVE DATE:
XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CERTIFICATE OF GOOD STANDING CERTIFICATE AUG 1 6 1998

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

AMENDMENT TO ARTICLES OF INCORPORATION OF



CRAZY BERNIE'S TOBACCO SHOP, INC.

The undersigned, being the President of Crazy Bernie's Tobacco Shop, Inc., a Florida corporation, hereby executes these Articles of Amendment to Articles of Incorporation on behalf of the Corporation and further states as follows:

1. Article 1 is amended in its entirety to read as follows:

"ARTICLE I. NAME

The name of this Corporation is Crazy-Bernies Cigarette Depot, Inc.

The address of the principal office of this corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the mailing address of the corporation shall be the same."

2. The foregoing amendment was adopted by the sole member of the Board of Directors and the sole shareholder of this Corporation in a written action dated May 11, 1999.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment to the Articles of Incorporation as of May 11, 1999, all in accordance with Section 607.1006, Florida Statutes.

CRAZY BERNIE'S TOBACCO SHOP,

NC., a Florida corporation

By:

Bernard Gimbel, President