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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

EINSTEIN'S INVENTION STORES, INC.

Pursuant to the provisions of 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be CLASS ACT DOWNTOWN, INC.

All other Articles shall remain in full force and effect.

The date of adoption of these Articles of Amendment shall be March 09, 2001.

The amendments were duly approved by the Shareholders in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Officer/Director/.
Shareholder of EINSTEIN'S INVENTIONS STORES, INC. does place his hand and seal this 9 day of March, 2001, at St. Petersburg, Florida.

DALE GRAYL, President FOR HAR 21 P

STATE OF FLORIDA)

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer dely authorized in the aforesaid state and county to take oaths and acknowledgements, personally appeared DALE GRAYL, who is personally known or who produced DRIURES LICENSE as identification, who executed the foregoing instrument, and acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state aforesaid this 2 day of March, 2001.

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

