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MARLOWE, APPLETON & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1031 WEST MORSE BOULEVARD
SUITE 105
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

January 15, 2001

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*****35.00 *****35.00

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

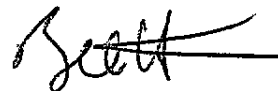
Re: Articles of Amendment to the Articles of Incorporation of Fireflys-Glowshoes, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the Articles of Incorporation of Fireflys-Glowshoes, Inc., together with a check for \$35.00 to cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

Amend
1-22-01
BTS

WPWjr/dd
Enclosures
cc: Dominic Horgeshimer

E:\WPW\CLIENT\FIREFLYS\ART-AMD.LTR

FILED
01 JAN 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF FIREFLYS-GLOWSHOES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is FIREFLYS-GLOWSHOES, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments*

All of the directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated the 14 day of January, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated January 14, 2001, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE III - Shares. The number of shares that this corporation is authorized to have outstanding any one time is 1,000,000 shares at a par value of \$.001.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 14 day of January, 2001.

FIREFLYS-GLOWSHOES, INC.

By: Robert S Angelieri
Robert Angelieri, President

FILED
01 JAN 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA