

8/31/98

S29459
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STIFF-FLEX INDUSTRIES, INC.

AUDIT NUMBER.....H98000016217

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 31, 1998

STIFF-FLEX INDUSTRIES, INC.
7361 NW 8TH STREET
MIAMI, FL 33126

SUBJECT: STIFF-FLEX INDUSTRIES, INC.
REF: S29459

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The date of adoption is incomplete.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000016217
Letter Number: 998A00044863

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Jose Saul Hernandez, President of Stiff-Flex Industries, Inc., a Florida corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

- Article FIRST is deleted and replaced with the following:**

3. The foregoing amendments were adopted by the shareholders and directors of the Corporation by unanimous written consent dated August 24, 1998.


Jose Saul Hernandez, President

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**JOINT WRITTEN CONSENT OF
THE DIRECTORS AND SHAREHOLDERS OF
STIFF-FLEX INDUSTRIES, INC.**

THE UNDERSIGNED, being the directors and shareholders of STIFF-FLEX INDUSTRIES, INC., a Florida corporation (the "Corporation"), pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, do hereby consent that, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted at a formal meeting of the Corporation's Board of Directors and Shareholders, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the directors and shareholders of the Corporation deem it to be in the best interest of the Corporation to amend the Articles of Incorporation of the Corporation to change the name of the Corporation from STIFF-FLEX INDUSTRIES, INC. to THE GIFT FACTORY, INC.; and

WHEREAS, the board of directors of the Corporation deem it to be in the best interest of the Corporation to change the name and address of the registered agent.

NOW, THEREFORE, BE IT RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to cause to be prepared, executed, and filed Articles of Amendment to the Articles of Incorporation to amend Article First by inserting in its place and stead the following:

FIRST: The name of the Corporation is THE GIFT FACTORY, INC.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to cause to change the name and address of the registered agent as follows:

B&C Corporate Services, Inc.
201 S. Biscayne Boulevard
Suite 3000
Miami, Florida 33131

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to take such further action and to execute and deliver such additional documents, as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolution and the documents referred to therein; and

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FURTHER RESOLVED, that all actions taken on behalf of the Corporation by the officers in connection with the foregoing are ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent of the Directors and Shareholders as of the 24 day of August, 1998.

DIRECTORS:

 Jose Saul Hernandez


 Leida Hernandez
SHAREHOLDERS:

 Jose Saul Hernandez


 Leida Hernandez
Dated: 08/24/98Dated: 08/24/98

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