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Please Reply to
Florida Office

November 8, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Payless Flea Market, Inc.

Dear Sir/Madam:

Please find enclosed two original copies of the Articles of Amendment to the above captioned entity together with my check for the filing fees. Kindly file the same and send proof thereof to the undersigned.

Amend
11-19-99
DAS

Very truly yours,


EDDIE NURIELI

EN/ss
encl.

FILED
99 NOV 12 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

OF

PAYLESS FLEA MARKET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation is

PAYLESS FLEA MARKET, INC.

ARTICLE II : AMENDMENTS

1. Amend to remove the name of Judith A. Greenberg and Ralph Jamal who reside at 1925 Harrison Street, Hollywood, FL 33020, as directors, officers, and shareholders of the Corporation. Judith A. Greenberg and Ralph Jamal hereby resign as officers and directors of the Corporation, and relinquish and abandon any right, title, and interest to their shares in the Corporation.

Amendment adopted October 27, 1999.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

2. Amend to install Isaac Asulin who resides at 2941 East Las Ols Blvd., Ft. Lauderdale, FL 3336, as the new president/Secretary and only director, officer, and shareholder of the Corporation.

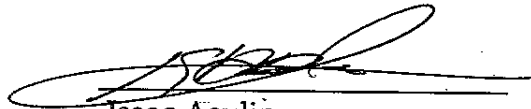
Amendment adopted October 27, 1999.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

3. Amend to change the address of the Corporation to 2491 East Las Olas Blvd., Ft. Lauderdale, FL 33316.

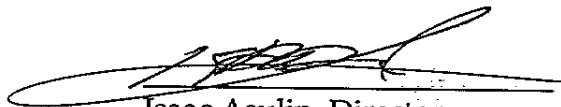
Amendment adopted October 27, 1999.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.



Isaac Asulin
President / Secretary

The undersigned has executed these Articles of Amendment this 27th day of October, 1999.



Isaac Asulin, Director