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BASIC AMENDMENT

LEE ARNOLD & ASSOCIATES, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
LEE ARNOLD & ASSOCIATES, INC.**

Pursuant to the provisions of Section 807.1006, Florida Statutes, LEE ARNOLD & ASSOCIATES, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. Article IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV

The corporation is authorized to issue 10,000,000 shares at One Cent (\$.01) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provision of Section 1244 of the Internal Revenue Code of 1954.

All voting powers of this corporation shall be vested in the common stock above-designated."

on 1/1/2004

- 2. The amendment was approved by the shareholders/ of the corporation. The number of votes cast for the amendment was sufficient for approval.
- 3. All other provisions of the Articles of Incorporation remain the same as originally filed.

DATED this 31 day of December, 2003. Effective as of 1/1/2004.

LEE ARNOLD & ASSOCIATES, INC.

By: 
Patrick Duffy, President

307236.01

Prepared By:

Peter A. Rivellini, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, P.A.
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