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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 DEC 19 AM 9:11

FILED

Amend

T BROWN DEC 30 2005

December 16, 2005

To
Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl. 32301

Sub.: A & D Petroleum Corp
Doc # P03000012062

Dear Sir,

Enclosed please find Articles of Amendment. I would appreciate it if this amendment shows on your public record on Tuesday December 20th 2005.

Thank you,

A handwritten signature in black ink, appearing to read 'Zersis Minocher', written in a cursive style.

Zersis Minocher
Accountant

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A & D PETROLEUM CORP

DOCUMENT NUMBER: P03000012062

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALI M JAFERI

(Name of Contact Person)

A & D PETROLEUM CORP

(Firm/ Company)

185 NW SPANISH RIVER BLVD # 290

(Address)

BOCA RATON, FLORIDA 33431

(City/ State and Zip Code)

For further information concerning this matter, please call:

ALI M JAFERI

(Name of Contact Person)

at (561) 392-9450

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

A & D PETROLEUM CORP

(Name of corporation as currently filed with the Florida Dept. of State)

P03000012062

(Document number of corporation (if known))

FILED
05 DEC 19 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE VII - RECLASSIFICATION OF TITLE

ALI M JAFERI AS PRESIDENT, VICE PRESIDENT AND DIRECTOR

8147 TWIN LAKE DR, BOCA RATON, FL. 33496

DONNA GRIEF AS TREASURY, SECRETARY AND DIRECTOR

23365 LAGO MAR CIRCLE, BOCA RATON, FL. 33433

ARTICLE II

PRINCIPLE PLACE AND MAILING ADDRESS OF BUSINESS

185 NW SPANISH RIVER BLVD # 290, BOCA RATON, FL. 33431

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 12/01/2005

Effective date if applicable: 12/01/2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

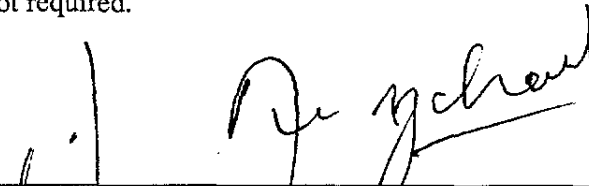
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ALI M JAFERI
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35