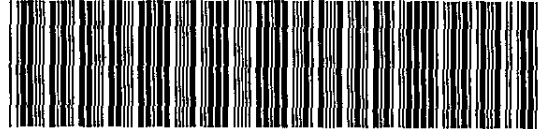


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From: Origin ID. (352)377-4422  
WAYNE P CASTELLO  
WAYNE P. CASTELLO ATTY  
2772 NW 43RD STREET  
SUITE W  
GAINESVILLE, FL 32606

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Pat 41644 Arneal



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 22, 2004

WAYNE P. CASTELLO, ESQ.  
2772 NW 43RD ST, SUITE W  
GAINESVILLE, FL 32606

SUBJECT: THEINCIRCLE.COM, INC.  
Ref. Number: P04000041644

We have received your document for THEINCIRCLE.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 804A00026709

RECEIVED

04 JUN - 1 AM 10: 35  
DIVISION OF CORPORATIONS

LAW OFFICES  
WAYNE P. CASTELLO

7  
TELEPHONE (352) 377-4422  
FAX (352) 373-5792

MERIDIEN PLACE  
2772 N.W. 43RD STREET, SUITE W  
GAINESVILLE, FLORIDA 32606

May 28, 2004

VIA FEDERAL EXPRESS

Division of Corporations  
State of Florida  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399  
Telephone (850) 245-6957

Re: TheInCircle.com, Inc.

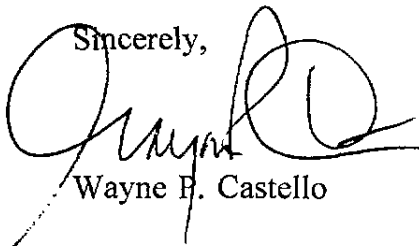
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Dear Division of Corporations:

In connection with the above corporation, please find enclosed herewith Amendment to TheInCircle.com, Inc. I would appreciate your filing same. You are holding the sum of \$35.00 for the filing fee.

If there are any questions, please advise. Thank you for your cooperation and assistance with this request.

Sincerely,



Wayne P. Castello

WPC:deh  
Enclosures  
w2.2004-66.ss3

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO  
THEINCIRCLE.COM, INC.**

THIS AMENDMENT dated this 16th day of March, 2004, and executed by the President of THEINCIRCLE.COM, INC., hereby amends the Articles of Incorporation as follows:

ARTICLE VII: DIRECTORS is hereby amended to read as follows:

**ARTICLE VII: DIRECTORS**

The corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never have less than one (1).

The name and post office address of the Board of Directors are:

<b>Name</b>	<b>Address</b>
Anthony Manuel Lopez (President)	2901 Florida Avenue, PH#2, Miami, FL 33133
Enrique Vargas (Secretary-Treasurer)	10952 S. W. 71st Lane, Miami, FL 33173

ARTICLE IX: SUBSCRIBERS is hereby amended to read as follows:

**ARTICLE IX: SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares each subscribes to, and the consideration therefore are as follows:

Name	Address	No. of Shares	Consideration
Anthony Manuel Lopez	2901 Florida Avenue, PH#2 Miami, FL 33133	75	\$75.00
Enrique Vargas	10952 S. W. 71st Lane Miami, FL 33173	75	\$75.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

This amendment was approved by unanimous consent of the stockholders of THEINCIRCLE.COM, INC., entitled to vote at a meeting of the stockholders on March 16, 2004.

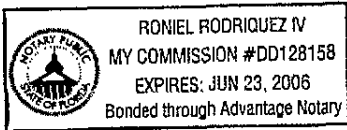
**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of March, 2004.

THEINCIRCLE.COM, INC.

By:  (SEAL)  
Anthony Manuel Lopez, President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Amendment was acknowledged before me this 16th day of March, 2004, by Anthony Manuel Lopez, as President of THEINCIRCLE.COM, INC., a Florida Corporation, for the corporation. He is personally known to me or who has produced a Driver's License as identification and who did not take an oath.



Print Name: \_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_

W2.2004-66.amn