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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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BASIC AMENDMENT

BARRY GILMOURS INC.

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BASIC AMENDMENT

BARRY GILMOURS INC.

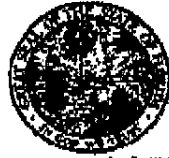
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 9, 1999

BARRY GILMOURS INC.
108 ARGONAUT STREET
PANAMA CITY, FL 32413

SUBJECT: BARRY GILMOURS INC.
REF: P99000020036

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Barry Gilmours Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Barry Gilmours Inc. to Berry Gilmours Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Barry Gilmours Inc.

By: Donna Hargraves

Name: Donna Hargraves

Title: President

Date: 3-8-99

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