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STRATEGIC CREATIONS INC
ideas that shape your world

4175 East Bay Drive, #242
Clearwater, FL 33764

www.strategicreations.com

Office 813.677.9442
Fax 813.671.2170

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 PM 12:05

December 15, 2000

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Strategic Creations, Inc
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original Amendment to the Articles of Incorporation of Strategic Creations, Inc. for filing in your office. Also enclosed is a check in the amount of $35 for the filing fee.

Thank you for your attention to this matter.

Sincerely,

Adriene Pavia
President

Enclosures

Amend.

V. SHEPARD DEC 28 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF STRATEGIC CREATIONS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

Strike Articles II and V in their entirety and replace as follows:

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ARTICLE II

Principal Office/Mailing Address

The physical address of the principal office and mailing address of the corporation is 4175 East Bay Drive, Suite 242, Clearwater, Florida, 33764.

ARTICLE V

Authorized Shares

The maximum number of shares of stock authorized to be issued by the corporation is 10,000,000 shares of capital stock, all of which shares shall be common shares of the par value of $0 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as my be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

The Amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation and the number of votes cast for the amendment was sufficient for approval.

This Amendment to the Articles of Incorporation is adopted on the 1st day of December 2000.

Signed this 15th day of December 2000.

Adriene D. Pavia
President