

P01000105824

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BASIC AMENDMENT

JUPITER 2002, INC.

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AMEND
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF JUPITER 2002, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Jupiter 2002, Inc. (P01000105824) adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article V is deleted in its entirety and replaced with the following:

Article V. Capital Stock

The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$.0001 per share. In addition, the Corporation shall have the authority to issue 50,000,000 shares of preferred stock, par value \$.0001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted August 27, 2002 by the Board of Directors.

Corporate Creations International Inc.
941 Fourth Street #200
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(305) 672-0686

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Article III. 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.

Jupiter 2002, Inc.

By:  _____

Name: J. Paul Hines

Title: President

Date: 9/4/02

Corporate Creations International Inc.
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