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From:

Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BEALL'S, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

*Amendment*

*12/20/02* 12/20/2002

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**ARTICLES OF AMENDMENT**  
**OF**  
**BEALL'S, INC.**

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article III of the Articles of Incorporation of the above-referenced Corporation is hereby stricken in its entirety and the following is hereby substituted in its place:

**Article III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be one hundred twenty million shares (120,000,000) of common stock having a par value of one cent (\$.01) each.

2. The foregoing amendment was adopted on December 19 2002, by a majority vote of the Board of Directors of this Corporation at a duly called meeting and was adopted by a majority vote of the shareholders of the Corporation on December 19, 2002, at a duly called meeting, which majority vote was sufficient for approval by shareholders.

3. Each share of the currently issued and outstanding one cent (\$.01) par value common stock of the Corporation shall be exchanged for four (4) shares of the new one cent (\$.01) par value common stock of the Corporation.

4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.

  
\_\_\_\_\_  
Stephen Knepek, President