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BASIC AMENDMENT

BLUE DOLPHIN SECURITY, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BLUE DOLPHIN SECURITY, 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:

First:

The Articles of Incorporation are amended as follows:

Effective today, December 7, 2004, Matthew Dunford has resigned his position as Vice-President of Blue Dolphin Security, Inc.

Stanford Curtis Crouch of 5231 Calle de Costa Rica, Sarasota, Florida, 34243, has been appointed as Vice President.

This Amendment was adopted by a vote of the shareholders on June 21, 2004 and received votes sufficient for its approval.

Dated: December 7, 2004

Daniel L. Prewett, Director

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ALL AHASSEF, FLORING

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