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401K ASP, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
401K ASP, INC.
(P02000063456)**

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SECRETARY OF STATE
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401K ASP, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on June 7, 2002.

2. The amendment to the Articles of Incorporation being affected hereby will completely delete the Article III of the current Articles of Incorporation as of the date hereof, and will substitute in that place the Article III of the Articles of Incorporation as set forth below.

3. This amendment to the Articles of Incorporation was approved and adopted by the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation. The date of adoption of the amendment by the Shareholders was January 3, 2006.

4. The Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the Amendment to the Articles of Incorporation shall read as follows:

**ARTICLE III
CAPITAL STOCK**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

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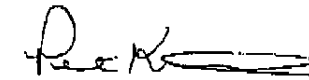
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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
401K ASP, INC.
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4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 3rd day of January, 2006.

401K ASP, INC.



Pete Kirtland, President

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