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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Herlee Management Co., Inc.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERLEE MANAGEMENT CO., INC**

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Document Number of Corporation

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: Amendments adopted:

Article VII–Board of Directors is amended to provide the following name as constituting the Board of Directors:

Leonore Kallen

A new Article XII is to be added designating a Registered Agent for this Corporation whose street address is 2421 NE 32nd Court, Lighthouse Point, Florida 33064. The name of the registered agent at that address is Karen Kallen-Zury.

SECOND: The date of each amendment's adoption: September 9, 2005.

THIRD: Adoption of the Amendments were approved by the shareholder. The number of votes cast for the amendments was sufficient for approval.

Signed this 15 day of September, 2005.

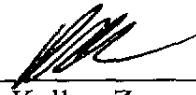
Signature: _____

Leonore Kallen, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for ~~Series~~ Management Co., Inc., at the place designated in this amended certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: September 19, 2005.



Karen Kallen-Zury

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