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REINMAN MATHESON KOSTRO VAUGHAN & DURHAM, P.A.

MELBOURNE • ORMOND BEACH

James L. Reinman
Maureen Monaghan Matheson
Victor S. Kostro
Kathryn A. Vaughan
Gregory P. Durham, Sr.

1825 Riverview Drive
Melbourne, Florida 32901
Telephone (321) 768-2001
Facsimile (321) 676-0729

May 23, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/12/01--01074--003
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Amendment to the Articles of Incorporation of HIP, INC., a Florida corporation. Please file same and return verification of filing to this office.

Also enclosed is our check in the amount of \$35.00 as filing fee. Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

VSK:pip
Enclosures

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FILED
SECRETARY OF CORPORATIONS
01 JUN 12 PM 2:39

Amend

V. SHEPARD JUN 21 2001

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 12 PM 2:40

HIP, INC.

I, GEORGE E. ARTZ, JR., President of HIP, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 7th day of May, 2001, the following resolution was approved by a greater than majority of stockholders of the corporation entitled to vote and that said number of votes cast for the amendment was sufficient for approval, by Written Consent in Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of HIP, INC., the said Articles of Incorporation are hereby amended by altering Article IV, in its entirety, so as to read as follows:

"IV.

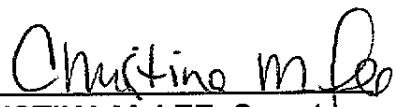
This corporation is authorized to issue Five Million (5,000,000) shares of \$.01 par value common stock."

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 7th day of May, 2001.

HIP, INC.

By: 
GEORGE E. ARTZ, JR.
President

Attest:


CHRISTINA M. LEE, Secretary