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FISHER & SAULS

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BASIC AMENDMENT

H. & S. SWANSONS' TOOL COMPANY

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
H. & S. SWANSONS' TOOL COMPANY**

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: **H. & S. SWANSONS' TOOL COMPANY**, (the "Corporation").

2. Amendment. Article IV of the Corporation's Articles of Incorporation is hereby amended so as to read, after Amendment, as follows:

"ARTICLE IV

CAPITAL STOCK

This Corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

PAR VALUE

AUTHORIZED ISSUE

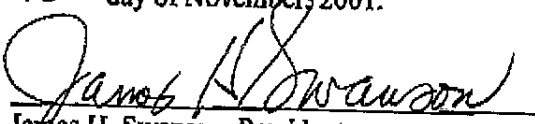
Class A Voting Common	\$.002 per share	64,000 shares
Class B Non-Voting Common	\$.002 per share	256,000 shares"

3. Adoption. The Amendment was unanimously approved by the Directors of the Corporation.

5. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

5. Voting. The Amendment has been unanimously approved by the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 16th day of November, 2001.


James H. Swanson, President

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