CAPITAL CONNECTION, INC.

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417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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Please ramit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU

from Your Capital Connection

11-2529-7 PONDERS INC., THOMASVILLE, GA.

AMENDMENT TO

ARTICLES OF INCORPORATION

OF

HENSBERRY & COMPANY, INC.

THE UNDERSIGNED, being the sole director of HENSBERRY & COMPANY, INC. does hereby amend the Articles of Incorporation of the Company as follows:

ARTICLE IV

SHARES

The capital stock of this corporation shall consist of 50,000,000 shares, \$.001 par value of Common Stock.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on December 20, 1996 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on December 20, 1996.

Robert E. Hensberry, President and Sole Birector

The foregoing instrument was acknowledged before me on December 20, 1996, by Robert E. Hensberry, who is personally known to me, or who has produced as identification.

Notary Public

My commission expires:



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