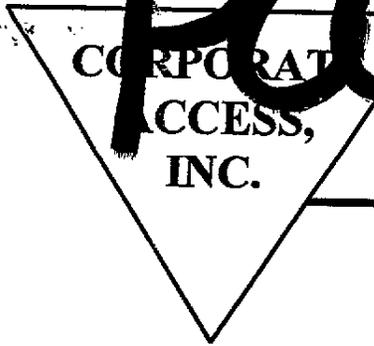


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2.) _____
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4.) _____
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5.) _____
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

HSEE, INC.

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Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed April 19, 2000, #P00000039121.

FIRST: The name of the corporation is HSEE, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

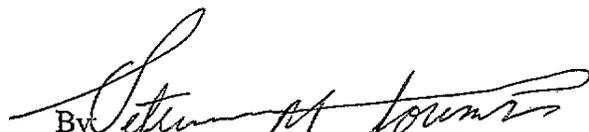
Peterson Lorins 235 Manor Blvd # 1606, Naples, Fl, 34104

The names of the officers of the Corporation to serve for a period of one year and until such time as their successors are duly elected and qualified are:

Peterson Lorins Chairman/President/Treasurer
Vice President/Secretary Arlene S. Russ, 425 South Platt Rd, Milan, MI 48160

THIRD: The Amendment was adopted by the Board of Directors on the 20th day of June 2000. Shareholder action was not required.

HSEE, Inc.

By 
Peterson Lorins President / Director