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FRED WEINSTEIN, P.A.
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WOOLBRIGHT CORPORATE CENTER
1903 SOUTH CONGRESS AVENUE, SUITE 310
BOYNTON BEACH, FLORIDA 33426

TEL: (561) 736-4601
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June 7, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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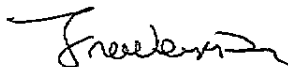
RE: Amendment to Articles of Incorporation
Name Change from SUNPHO, INC. to SUNTHO, INC.

Dear Sir:

Enclosed with this letter are Articles of Amendment to the Articles of Incorporation of SUNPHO, INC., a for profit corporation.

Also enclosed is my check in the amount of \$35.00 for the required fee and a stamped addressed envelope for your convenience. Please forward to the undersigned a copy of the filed amendment.

Very truly yours,



Fred Weinstein

FW/fw
Enclosure

FILED
00 JUN 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc
T. LEWIS JUN 29 2000

Fred Weinstein, P.A.

ATTORNEY AND COUNSELOR AT LAW



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1903 SOUTH CONGRESS AVENUE
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June 19, 2000

Department of State
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409 E. Gaines Street
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RE: Amendment to Articles of Incorporation
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Very truly yours,

Fred Weinstein

RECEIVED
00 JUN 21 PM 12:30
DIVISION OF CORPORATIONS
Enclosure

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SUNPHO, INC.

FILED
00 JUN 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on May 25, 2000, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding all of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of Sunpho, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Sunpho, Inc. be amended to change the corporate name from Sunpho, Inc. to Suntho, Inc., and that the President of the Corporation be and he hereby is authorized to execute the Articles of Amendment.

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of Sunpho, Inc.


Fred Weinstein, President

State Of Florida

County Of Palm Beach County

I hereby certify that on this day, before me, an officer duly authorized in Palm Beach County, Florida, to take acknowledgements, personally appeared Fred Weinstein, President of Sunpho Inc., to me personally known to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

WITNESS my hand and official seal, on June 19, 2000, in Palm Beach County, Florida.

Kathleen Robinson

Kathleen Robinson
Notary Public, State of Florida

(SEAL)

KATHLEEN ROBINSON
Notary Public - State of Florida
My Commission Expires Apr 10, 2004
Commission # CC926804

Prepared by and Return to:
Fred Weinstein, P.A.
1903 S. Congress Ave. #310
Boynton Beach, FL 33426