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ALGOL NOIR, INC. 1605 Hitakee Avenue Sebring, FL 33870

April 27, 2004

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: Amendment of Articles of Incorporation

Gentlemen,

Enclosed please find an "Articles of Amendment to Articles of Incorporation of Algol Noir, Inc.." The telephone number of this corporation is (863) 385-3759.

Sincerely,

William R. Brown, President

ALGOL NOIR, INC.

ARTICLES OF AMENDMENT OF APR 30 ARTICLES OF INCORPORATION

ALGOL NOIR, INC

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added or deleted)

ARTICLE V - OFFICIES AND DIRECTORS-THE FOLLOWING ARK

ELLCTED AS OFFICERS AND DIRECTORS:

- 1. WILLIAM R. BROWN-PRESIDENT, TREASURER & DIRECTOR 1605 HITAKEE AVE SEBRING, RA. 33870
- 2. FRANCIS A. BROWN-VICK PRISIDENT & DIRECTOR 1605 HITTIKEE AVE. SEBRING, FLA. 33570
- 3. DAVID A. WHITTINGTON-SECRETARY & DIRECTER 2409 SANTER ST. PORT CHARLOTTE, FLA. 33948

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| FO | URTH: Adoption of Amendment(s) (CHECK ONE) | | |
|---|---|--|--|
| | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. | | |
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | | |
| | "The number of votes cast for the amendment(s) was/were | | |
| | sufficient for approval by" | | |
| | voting group | | |
| Ø | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | | |
| コ | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | |
| | Signed this day $\frac{27\%}{200\%}$ of $\frac{APRIL}{200\%}$ | | |
| | Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | |
| | OR | | |
| (By a director if adopted by the directors) | | | |
| (By a anottor is adopted by the anottors) | | | |
| | OR | | |
| | (By an incorporator if adopted by the incorporators) | | |
| | WILLIAM R. BROWN Typed or printed name | | |
| PRESIDENT & DIRECTOR | | | |