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LAW OFFICES

JAMES P. PANICO

PROFESSIONAL ASSOCIATION

111 SOUTH MAITLAND AVENUE, SUITE 100
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

September 27, 2000

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

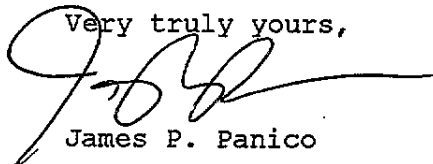
Re: Memory Masters International, Inc.

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Amendment to Articles of Incorporation in the above referenced matter along with our firm's check in the amount of \$35.00 for your filing fee herein. Please send confirmation of filing the enclosed to the undersigned at the letterhead address.

Your prompt attention in filing the enclosed is appreciated.

Very truly yours,



James P. Panico

JPP/sar
Enc.

FILED
00 OCT -2 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 10-5
amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MEMORY MASTERS INTERNATIONAL, INC.

The undersigned, being the sole director, officer and stockholder of MEMORY MASTERS INTERNATIONAL, INC., a Florida corporation, pursuant to Florida Statute 607.181, hereby manifest his intent that the Articles of Incorporation be amended in the following respect:

1. The aggregate number of shares which the corporation shall have authority to issue is hereby increased from 1,000 shares at no par value, to 200,000 shares at \$.10 par value.
2. The principal address and mailing address of the corporation is hereby changed to:

103 Oaks Court
Sanford, FL 32771

3. The foregoing instrument was adopted by the directors and shareholders of this corporation on September 27, 2000.

IN WITNESS WHEREOF, the undersigned being the sole director, officer and stockholder of the aforementioned corporation, has set his hand and seal at Maitland, Florida on this 27 day of September, 2000.

Memory Masters International, Inc.

By: _____

David Romansky, sole Stockholder/
Director/Officer

FILED
00 OCT -2 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA