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ADMITTED IN FLORIDA,
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March 13, 2001

VIA OVERNIGHT MAIL

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

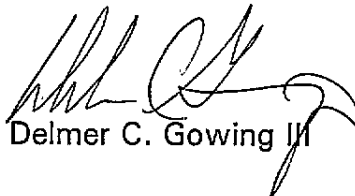
Re: Exquizit Kustomz, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Articles of Incorporation of Exquizit Kustomz, Inc., together with a check in the amount of \$43.75.

Please file the amendment and send a certified copy of same to the undersigned in the envelope provided.

Very truly yours,


Delmer C. Gowing III

DCG/ksv
Enclosures

FILED
01 MAR 14 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/14/01--01060--003

*****43.75 *****43.75

Amend
T. LEWIS MAR 15 2001

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
EXQUIZIT KUSTOMZ, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article II is hereby amended to change the corporate address to the following:

6035 N.W. 23rd Way
Boca Raton, FL 33496

SECOND: Article V is hereby amended to read in its entirety as follows:

"Sam Ruth is hereby named as the sole officer and director of the Corporation."

THIRD: The date of this amendment's adoption is March 13, 2001.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13th day of March, 2001.

EXQUIZIT KUSTOMZ, INC.

By: 
SAM RUTH, President