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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE OF
MATTHEW Z. MARTELL, P.A.

677 N. Washington Blvd.
Suites 1A & 2A
Sarasota, FL 34236

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Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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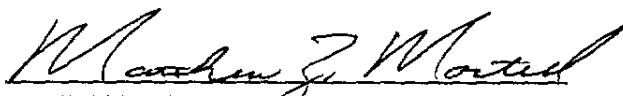
Under the provisions of F.S. 607.1006, this corporation adopts the following
articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Issue all SEVEN THOUSAND AND FOUR
HUNDRED (7,400) unissued shares of common stock to MATTHEW Z. MARTELL.

The date of the amendment's adoption: December 15, 2004.

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

Signed on December 15, 2004.


MATTHEW Z. MARTELL
President