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BASIC AMENDMENT

POWER TOYS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment
4-26-01
DC

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
POWER TOYS, INC.**

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: Effective this 26th day of April, 2001, Article IV - Capital Stock, shall be deemed deleted in its entirety and replaced by the following amendment:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of no par value common stock which shall be designated "common shares". (As none of the stock previously authorized by the original Articles of Incorporation had been issued, no procedure for the exchange of shares is recited herein).

SECOND: The foregoing amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

DATE OF ADOPTION 4/26/2001

Signed this 26th day of April, 2001.


THOMAS WHITE, Incorporator

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