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Howard R. Womeldorph, Jr., CPA
7648 Lockwood Ridge Road
Sarasota, Florida 34243

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(City/State/Zip/Phone #)

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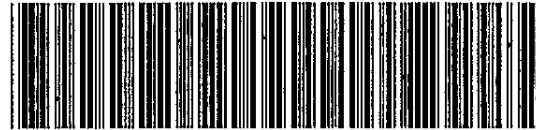
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF**

BCD CONCEPTS, INC.

These Amendments of the Articles of Incorporation are made and subscribed for the purposes of amending the articles of incorporation of BCD Concepts, Inc. under Florida General Corporation Act, Chapter 607.1006, Florida Statutes.

NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

BCD CONCEPTS, INC.

The principal address of the corporation is:

258 Field End Street

Sarasota, Florida 34240

AMENDMENT OF OFFICERS AND DIRECTORS

This corporation is deleting officers, directors and/or stockholders to the corporation effective May 28, 2004. The stockholders of the corporation will be:

Mullen, Bernard J. – initial stockholder – President, Secretary, Director
Craft, Leonard – Vice President, Director
Dowd, Joanna – Treasurer, Director

This amendment was made on May 28, 2004 unanimous by vote of the three stockholders of common stock of the corporation.

The name and address of the person signing these Amendments of the Articles is:

Bernard J. Mullen
258 Field End Street
Sarasota, Florida 34240

IN WITNESS WHEREOF, the undersigned President has executed these Amendments of the Articles of Incorporation this 28th of May, 2004.



Bernard J. Mullen
President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 21st of April, 2004, before me, an officer duly authorized and acting, personally appeared Robert F. LaGasse, to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that she executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this day and year listed above written.

Notary Public
My commission expires: