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BASIC AMENDMENT

THE ULTIMATE CONNECTION, INC.

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11/28/01

11/28/01

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

THE ULTIMATE CONNECTION, INC.	
(present name)	
(Document Number of Corporation (if known)	

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:

FTRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted) Article 5 of the Articles of Incorporation of The Ultimate Connection, Inc., is hereby amended to read as follows:

Amendments,—
5 of the Articles of Incorpanded to read as follows:

"Article 5. Capital Stock. The aggregate number or survival to issue is 1,000,000 shares of which the Corporation is authorized to issue is 1,000,000 shares of common stock. Such shares shall be of a single class and shall have so.20 par value."

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A.

Prepared by: David M. Silberstein, Esq.

Kirk Pinkerton

720 So. Orange Avenue Sarasota, Florida 34236

(941) 364-2481 Atty. Bar #0436879

FAX AUDIT # H01-117179

eranon.	. The	e date of each amendment's adoption: October 25, 2001
PULLINA PULLINA	, PET, A	dention of Amendment(s) (CHECK ONE)
FOUK	2 3	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
		The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)
	0	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
		Signed this 25 day of 007084 . 2001.
Sign	ature_	By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Derek Dunn-Rankin (Typed or printed name)
		President (Title)
