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BASIC AMENDMENT

ARC-FUSION, INC.

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Amendment

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Division of Corporations

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003/003

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
ARC-FUSION, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Said Articles of Incorporation are hereby amended by the Incorporator by the addition of an Article VII to indicate Officers of the Corporation.

"ARTICLE VII

The initial Officers of the Corporation shall be:

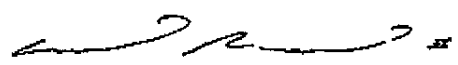
Edward R. Ruland, II
Mary Caceres-Ruland

President
Secretary"

2. The amendment was adopted by the Incorporator without shareholder action. Shareholder action was not required in accordance with Section 607.1005.

DATED: October 10, 2001.

ARC-FUSION, INC.

By: 

Edward R. Ruland, II, Incorporator

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