Division of Corporations

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Florida Department of State

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; EMPIRE CORPORATE KIT COMPANY

Account Number :

072450003255

Phone

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BASIC AMENDMENT

SECURITY PROTECTION ENTERPRISES, INC.

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REINSTATED & AMENDED ARTICLES TO ARTICLES OF INCORPORATION OF

SECURITY PROTECTION ENTERPRISES, INC. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added or deleted)____

Article VIIL

This Article will be added to show shareholders distribution of shares and will appear as follows:

<u>Shareholder</u>	% of shares	
CHRISTOPHER G. BRANCA 9902 SW 133 RD PLACE MIAMI, FLORIDA 33186	25%	
ZOE BRANCA 9902 SW 133 RD PLACE MIAMI, FLORIDA 33186	25%	
CAROL T. AGRANOFF 9630 NW 2 ND STREET #107 PEMBROKE PINES, FLORIDA 33024	25%	
GILBERTO ARCIA 9630 NW 2 ND STREET #107 PEMBROKE PINES, PLORIDA 33024	25%	

Prepared By: Faustino J. Rodriguez Vares Inc. 1688 SW 22nd Street Miami, Fl. 33145

Miami, Fl. 33145 305- 285-8868

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SECOND: 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:

THIRD: The date of each amendment's adoption: 12-20-2001 FOURTH: Adoption of Amendment(s) (check one) 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 adopted 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) 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 incorporates without shareholder action and shareholder action was not required. Signed this 20th day of December 2001 Signature i (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)

(By an incorporator if adopted by the incorporators)

CHRISTOPHER G. BRANCA, Director/President/Shareholder

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