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July 24, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/29/02--01055--017
*****35.00 *****35.00

Re: Queue Ventures, Inc.

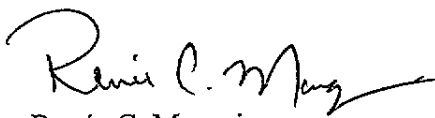
Dear Sir/Madam:

Enclosed herewith for filing are the Articles of Amendment to Articles of Incorporation of Queue Ventures, Inc. and a check in the amount of \$35.00.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Renée C. Marquis
RCM:rf

Enclosure

FILED
02 JUL 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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28 Amend an
L-29-02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUEUE VENTURES, INC.**

Pursuant to Section 607.1003, Florida Statutes, the Articles of Incorporation of Queue Ventures, Inc. are amended as follows:

1. Article II of the Articles of Incorporation is amended to read in its entirety as follows:

Article II

The principal place of business of this corporation shall be: 108 S.E. Naranja Avenue, Port St. Lucie, FL 34983. The mailing address of this corporation shall be: P.O. Box 7806, Port St. Lucie, FL 34985-7806.

2. Article IV of the Articles of Incorporation is amended to read in its entirety as follows:

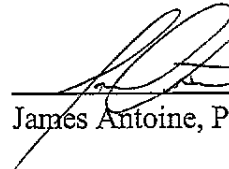
Article IV

The number of shares that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

2. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the Shareholders entitled to vote unanimously approved the amendment. The amendment was adopted on June 20, 2002. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on June 20, 2002.

Queue Ventures, Inc.


James Antoine, President

FILED
02 JUN 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA