POCOSIOS & EARLE, P.A. TO A

JANE L. CORNETT HOWARD E. GOOGE* DEBORAH L. ROSS DAVID B. EARLE ELIZABETH P. BONAN

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(561) 286-2990 FAX (561) 286-2996

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November 15, 2001

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

RE: Bedrock Technologies, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Amendment to Articles of Incorporation and Certificate of Resident Agent for Bedrock Technologies, Inc. Also enclosed is this firm's check in the amount of \$35.00, which represents the filing fee for this Amendment.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincérely,

Howard E. Googe, Jr., Esq.

HEG/kmd Enclosure OI DEC -4 PM 3: 50
SECRETARY OF STATE

Amend

T BROWN DEC - 6 2001

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 27, 2001

HOWARD E. GEORGE, JR., ESQ. CORNETT, GOOGE, ROSS & EARLE, P.A. P.O. BOX 66 STUART, FL 34995

SUBJECT: BEDROCK TECHNOLOGIES, INC.

Ref. Number: P01000105272

We have received your document for BEDROCK TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

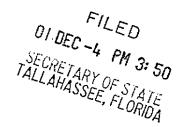
If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown Corporate Specialist

Letter Number: 901A00062744

DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BEDROCK TECHNOLOGIES, INC.

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Article VI - Board of Directors, is hereby amended to read as follows:

"The name and address of each member of the Board of Directors of the corporation is Ralph Grant, 2001 Sailfish Point Blvd., Stuart, FL 34996

SECOND: The date of the amendment's adoption shall be November 12, 2001.

THIRD: The amendment was approved by the shareholders. The number of

votes cast for the amendment was sufficient for approval.

DATED this 3^{cd} day of December, 2001.

Ralph Grant