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BASIC AMENDMENT

SPYGEAR4U, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
SPYGEAR4U, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is SpyGear4U, Inc. (the "Corporation").
2. That Article V of the Articles of Incorporation of the Corporation is hereby amended and replaced in its entirety to read as follows:

ARTICLE V. CAPITAL STOCK

(a) Authorized Shares. The total number of shares of common stock that the Corporation may issue is 100,000 shares having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the Shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The Shareholders may, by bylaw provision or by a Shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

2. The foregoing amendment was approved by the Board of Directors of the Corporation by unanimous Written Consent on December 1, 2004, and it was recommended that the Articles of Amendment be presented to the Shareholders for adoption at a special meeting; and

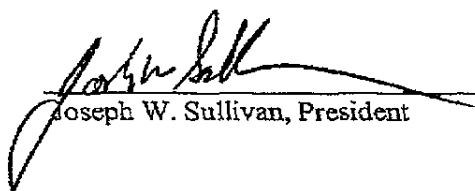
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3. The foregoing amendment was adopted by all of the Shareholders of the Corporation by unanimous Written Consent on December 1, 2004, and the number of votes cast in favor of the Articles of Amendment was sufficient for its approval.

4. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 1st day December, 2004.


Joseph W. Sullivan, President

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