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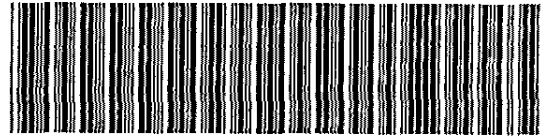
(Business Entity Name)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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OF COUNSEL:
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ALBANY, NEW YORK
NEW YORK, NEW YORK
MEMBERS NOT ADMITTED
IN FLORIDA

October 26, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation of
Gold Medallion Properties, Inc.


Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Amendment to Articles of Incorporation for the referenced corporation. A check in the amount of \$43.75 (\$35.00 filing fee plus \$8.75 for certified copy) is also enclosed for the filing fee.

Please return one certified copy of the Articles of Amendment to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/dab

Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
GOLD MEDALLION PROPERTIES, INC.
P02000016853

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Article 1. NAME. The name of this corporation is GOLD MEDALLION PROPERTIES, INC.

Article 2. AMENDMENTS. The Articles of Incorporation of GOLD MEDALLION PROPERTIES, INC., are amended as follows: Article I of the Articles of Incorporation is hereby amended by striking out the entire Article I and substituting the following Article I in lieu thereof:

"ARTICLE I. NAME. The name of the corporation shall be ACTION SPACES, INC."

Article 3. DATE OF ADOPTION.

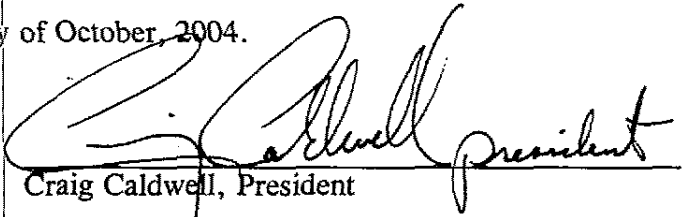
3.1. The foregoing amendment was adopted by the shareholders on October 18, 2004.

3.2. The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS THEREOF, these Articles of Amendment to Articles of Incorporation of ACTION SPACES, INC., have been executed by the Corporation by the President, and the seal

Signed this 24th day of October, 2004.

Signature:


Craig Caldwell, President