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BASIC AMENDMENT

SERVICE ZONE HOLDINGS, INC.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SERVICE ZONE HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **SERVICE ZONE HOLDINGS, INC.**

ARTICLE II

Amendment

Article III of the Articles of Incorporation is hereby amended as follows:

"ARTICLE III

Shares

The Corporation shall have authority to issue one hundred million (100,000,000) shares of common stock, with a par value of \$.001 per share."

ARTICLE III

Date of Adoption

The amendment was adopted on the 26th day of August, 2003.

ARTICLE IV

Manner of Adoption

The amendment was duly approved by the board of directors and shareholders of the Corporation and the number of votes cast for the amendment was sufficient for approval.

Dated this 22nd day of October, 2003.

By: 

Timothy J. Hayes, President

James W. Goodwin, Esq. #375519
Macfarlane Ferguson & McMullen
PO Box 1531
Tampa, FL 33601-1531

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