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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 15 PM 3:17

REPLY TO:

Daytona Beach

May 13, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-05/15/02--01035--001
*****35.00 *****35.00

Re: bassboxwarehouse.com, Inc.

Dear Correspondent:

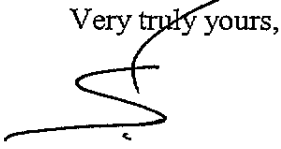
Enclosed please find for filing with the Florida Department of State the following original document:

Articles of Amendment to Articles of Incorporation.

Also enclosed please find our firm check in the amount of \$35.00 in payment of such articles of amendment.

Please forward a copy of the filed document to our office at your earliest convenience.

Very truly yours,


Scott R. Rost

SRR/jo

Enclosures as Stated

Amend.

V SHEPARD MAY 21 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 15 PM 3: 17

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

bassboxwarehouse.com, Inc., a Florida corporation ("the corporation"), files these Articles of Amendment to its Articles of Incorporation pursuant to §607.1006, *Fla.Stat.* (2001), and states as follows:

1. The name of the corporation is bassboxwarehouse.com, Inc.
2. The amendment consists of the deletion of Article V, entitled "ARTICLE V. CAPITAL STOCK" of the Articles of Incorporation of the same currently exist, and the substitution in its place of the following text:

This corporation shall have the authority to issue 1,000,000 shares of common capital stock at a par value of \$0.001 per share.

3. The Amendment was adopted May 10, 2002.
4. The Amendment was adopted by the incorporator without shareholder action, prior to issuance of shares such that, pursuant to §§607.1005 and 607.1006, Fla. Stat. (2002) shareholder action was not required therefor.

WITNESS my hand and the seal of the corporation as of the date stated above.

Scott R. Rost
Incorporator

