P02000058608

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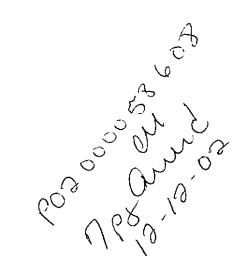
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Cover Letter

THIS PACKAGE INCLUDES ARTICLES OF AMENDMENT TO:

'Atlas Gear International Inc Contact: Jean Mark Demanches Address: 500 NE 2nd Street Suite 126

Dania, FL 33004

Phone: 954 695 6206

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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

September 24, 2002

JEAN MARK DEMANCHES 500 NE 2ND STREET, SUITE 126 DANIA, FL 33004

SUBJECT: ATLAS GEAR INTERNATIONAL INC.

Ref. Number: P02000058608

We have received your document for ATLAS GEAR INTERNATIONAL 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6916.

Letter Number: 102A00054168

Carol Mustain Document Specialist



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

October 17, 2002

Atlas Gear International Inc. 500 NE 2nd St. Suite 126 Dania, FL 33004-3372

SUBJECT: ATLAS GEAR INTERNATIONAL INC.

Ref. Number: P02000058608

Memo #: 31520-B

This letter is to inform you that your check number 1003 for \$35.00, which was dated September 9, 2002 and submitted for ATLAS GEAR INTERNATIONAL INC. has been returned to us by your bank because of Insufficient Funds.

We are notifying you because our records indicate that the paperwork for ATLAS GEAR INTERNATIONAL INC. has not been filed and was returned to you because of deficiencies in the document. If you send the document back to us to be filed, be sure to enclose a cashier's check or money order in the amount of \$50.00. This will cover the unpaid check and also the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate that it is a replacement for the returned check mentioned above. Also, please include in your response the Debit Memo number given above. Send your response to:

Division of Corporation Attn: Carol Mustain P.O. Box 6327 Tallahassee, FL 32314

If you have any questions you may contact me at (850) 245-6900.

Melinda Lilliston Administrative Assistant Bureau of Commercial Recording

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OF ATLAS GEAR INTERNATIONAL INC.	SECRETA	02 DEC	7
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(Document Number of Cornoration (If known)	2.		7.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THIS IS TO MAKE AMENDMENTS TO ARTICLE V FOR THE REMOVAL OF IAN LEID OF 10531 SUNSET STRIP, SUNRISE FL 33322 AS THE VICE PRESIDENT AND THE ADDITION OF ADRIAN COOKE, 8116 NW 93RD AVE TAMARAC FL 33321 AS THE NEW VICE PRESIDENT.

THIS IS TO MAKE AMENDMENTS TO ARTICLE VI REMOVAL OF IAN LEID OF 10531 SUNSET STRIP, SUNRISE FL 33322 AS THE REGISTERED AGENT AND THE ADDITION OF JEAN MARK DEMANCHES OF 500 NE 2ND STREET SUITE 126 DANIA FL 33004 AS THE NEW REGISTERED AGENT.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: 7	The date of each amendment's adoption: $9/6/02$
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
, , , ,	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 6 day of Sep , 2002.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name
	Title

To Whom It May Concern:

Having been named as registered agent and to accept service of process for the attached stated incorporation at the place designated in this application, I hereby accept the appointment as registered agent nd agree to act in this capacity. Ifurthur agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registereg agent.

Registered Agent's Name (Please Print):

Registered Agent's Signature: