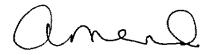
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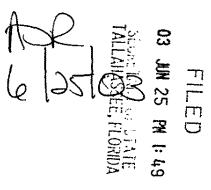


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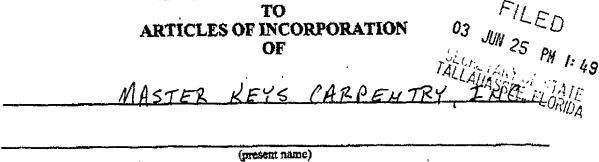


CAPITAL CONNECTION, INC.

•417 É. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF AMENDMENT



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)

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS is amended to read:

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is David B. Hardman, 2301 Flagler Avenue, Key West, FL 33040.

ARTICLE VI: INITIAL BOARD OF DIRECTORS is amended to read:

ARTICLE VI: BOARD OF DIRECTORS

The name and address of the board of Directors of the corporation is David B. Hardman, 2301 Flagler Avenue, Key West, FL 33040.

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:	The date of each amendment's adoption: 6/18/03.								
FOURTH: Adoption of Amendment(s) (CHECK ONE)									
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.								
Ţ	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.								
Signed this 18th day of JUNE, \$2003. Signature V. Ben									
	(B) the Chairman of 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)									
	RUTH BENTON Typed or printed name								
	PRESIDENT								

GERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501. Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

i. The name of	of the corpo	ration :	LB: M	STER	
KEYS	CARPENT	rry ,	INC		
2. The name office is:					agent and
	2301	FLAG	1 ER	AVE.	<u> </u>
	KEY	WEST	FL	33040	

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Paird & Handway