P02000092011

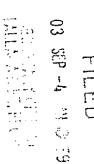
Mr. Stephen Dare Mr. John Allen Boomtown, Inc. 1714 North Main S Jacksonville, FL 32		
(Address)		
(Address)		
(City/State/Zip/Phone #)		
PICK-UP WAIT MAIL		
(Business Entity Name)		
(Document Number)		
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Amend 9/4/03

FTB Secretarial Solutions 8343 Princeton Square Boulevard East Suite 1303 Jacksonville, Florida 32256 904-737-4975 FTBJAX@aol.com

September 2, 2003

Division of Corporations P.O.Box 6327 Tallahassee, Florida 32314

Re: Boomtown, Inc. FEI: 47-0884588

Document Number: P02000092011

Dear Sir or Madam:

In response to your letter dated August 28, 2003, attached please find our Amended Articles of Incorporation.

Please process these changes and update our Corporation accordingly. If you should need any further information, please feel free to contact me.

Francesca Tenebruso-Bal

03 SEP -4 AH ID: 49



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 28, 2003

STEPHEN DARE BOOMTOWN INCORPORATED 1714 NORTH MAIN STREET JACKSONVILLE, FL 32202

SUBJECT: BOOMTOWN INCORPORATED

Ref. Number: P02000092011

We have received your document for BOOMTOWN INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

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) 245-6905.

Letter Number: 103A00048558

Thelma Lewis
Document Specialist Supervisor

FTB Secretarial Solutions 8343 Princeton Square Boulevard East Suite 1303 Jacksonville, Florida 32256 904-737-4975 FTBJAX@aol.com

August 22, 2003

Division of Corporations P.O.Box 6327 Tallahassee, Florida 32314

Re: Boomtown, Inc. FEI: 47-0884588

Document Number: P02000092011

Dear Sir or Madam:

In response to your letter dated July 23, 2003, attached please find the our Amended Articles of Incorporation. We have since filed our Uniform Business Report.

Please process these changes and update our Corporation accordingly. If you should need any further information, please feel free to contact me.

Respectfully,

Francesca Tenebruso-Ball

CEIVED 5.25 AH 9: 42 of corporation



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

July 23, 2003

STEPHEN DARE BOOMTOWN INCORPORATED 1714 NORTH MAIN STREET JACKSONVILLE, FL 32202

SUBJECT: BOOMTOWN INCORPORATED

Ref. Number: P02000092011

We have received your document for BOOMTOWN INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records show this corporation is delinquent in filing the 2003 uniform business report. This form can be used to change the names and addresses of the officers/directors and/or registered agent.

Please be advised the subject corporation will be administratively dissolved later this year if the corporation ubr is not filed.

The fees due are: \$400 penalty fee and \$150 for the 2003 ubr.

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) 245-6905.

Letter Number: 603A00042829

Thelma Lewis
Document Specialist Supervisor

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ARTICLES OF INCORPORATION
OF

(present name)
(present name)
(present name)

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 5 Amended to:

John Allen Harrett, President

Stephen Dare Criffin, Vice President

- Article 7 Amended to:

John Allen Harrett 49% of Stock

Stephen Dare Criffin 51% of Stock

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: T	The date of each amendment's adoption: 7/0/03.
	Adoption of Amendment(s) (CHECK ONE)
· E	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"
	toming group
	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
	the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name HAWEH
	Pre sident

Title