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Division of Corporations

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From:

: FAS-T CORP. AGENTS, INC. Account Name

Account Number: 071001002335 Phone (305)599-0839

Fax Number

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BASIC AMENDMENT

HALPOL PROPERTIES, INC.

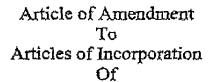
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Halpol Properties, Inc.

P02000108644

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:

Article VI Directors/President of Corporation

Shall be: Tom Pollock - President

437 NE 22nd St.

Wilton Manor, Fl 33305

Second: If 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:

100 shares of stock are now owned by Tom Pollock

Third:	The date of each amendment's adoption January 1, 2005.
Fouth:	Adoption of Amendment(s) (Check One)
- 1-	The amendment(s) was/were approved by the shareholders. The number of votes cast for 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
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

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	The amendment(s) was/were adopted by the incorporators without shareholder action was not required.	
	Signed this 1 st day of January 2005	
Signature:	20	
-	Tom Pollock	
	Preside 7	
	Title	