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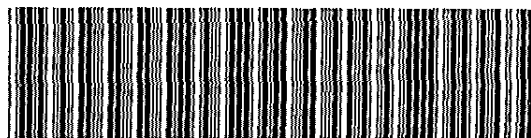
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Jonathan J. Lichtman
Member Florida and New York Bars

March 31, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

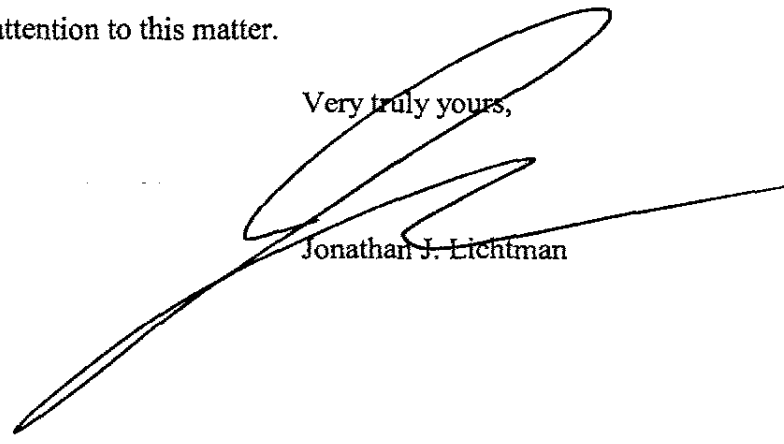
RE: **Chapman Command Center, Inc.**

Dear Sir or Madam:

Enclosed, for filing, please find an original and one copy of the First Amendment to the Articles of Incorporation of the above-referenced corporation along with a check in the amount of \$43.75 which represents the filing fee and the cost of a certified copy. Once this Amendment has been filed, please provide me with the certified copy at the above address.

Thank you for your attention to this matter.

Very truly yours,


Jonathan J. Lichtman

JJL/mcp
Enc.

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
CHAPMAN COMMAND CENTER, INC.**

1. The name of the Corporation is CHAPMAN COMMAND CENTER, INC. Florida corporation (the "Corporation").

2. The Articles of Incorporation of Chapman Command Center, Inc. was filed on October 21, 2002 with the Florida Department of State and was assigned Document No. P02000113252.

3. Article III of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE III. CAPITAL STOCK

The total number of shares which this Corporation is authorized to issue is seventeen million (17,000,000) shares, of which fifteen million (15,000,000) shares shall be common stock, par value \$0.00001 per share (the "Common Stock"), and two million (2,000,000) shares shall be preferred stock, par value \$0.00001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

1. Preferred Stock. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

(a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

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(d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

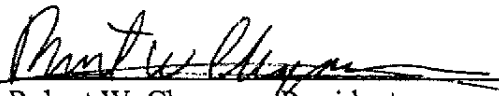
(f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) any other relative rights, preferences and limitations of that series.

2. Common Stock. Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

4. The foregoing amendments were adopted by the Shareholders of the Corporation on March 10, 2004. The number of votes cast for the amendment was sufficient for approval by the Shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 13th day of January, 2005.


Robert W. Chapman, President