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CAPITAL CONNECTION, INC.

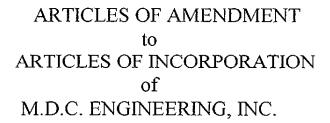
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Pursuant of the provisions of section 607.1006, Florida Statues, this Florida prifit corporation adopts the following articles of amendment to its articles of incorporation:

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

- 1. Jon Ford resigned as Secretary, Treasurer and Shareholder of the Corporation.
- 2. Michelle Bergeron was elected as Vice President, Secretary and Treasurer of the Corporation

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:

- 1. The Secretary is authorized and directed to make the 5100 shares returned to the Corporation Treasury Stock.
- 2. Michelle Bergeron is a shareholder with 1878 shares of stock which have been issued.

action and shareholder action was not required.

THIRD: T	he date of each amendment's adoption: <u>June 8, 2004</u>
FOURTH:	Adoption of amendment(s) (Check one):
X	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 Voting 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

Signed this day of June, 2004.
Signature , President (By the chairman or vice chairman of the Board of Directors, President or other officer if adopted by the shareholder)
OR (By a director if adopted by the directors)
OR (By an incorporator if adopted by the incorporators)
DAN DELZER Typed or printed name
PRESIDENT Title