

P03000000783

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SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Take Charge International, Inc. B3000000783  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TAKE CHARGE INTERNATIONAL, INC.**

FILED  
03 FEB 19 PM 4: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 7 of the Articles of Incorporation of TAKE CHARGE INTERNATIONAL, INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

**SECOND:** The corporate capitalization of TAKE CHARGE INTERNATIONAL, INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY MILLION (20,000,000)** shares of common stock, each having the par value of **ONE CENT (\$0.01)**.

**THIRD:** The date of the adoption of this amendment is the 31 January 2003.



**SPIEGEL & UTRERA, P.A.**

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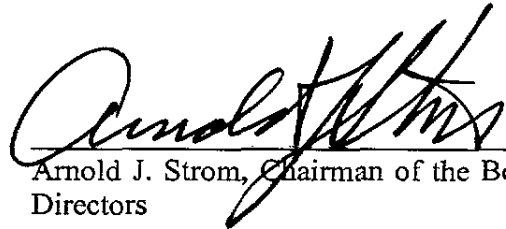
1840 CORAL WAY, 4<sup>TH</sup> FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 447-8900

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**FOURTH:** The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

**FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 31 January 2003.

  
Arnold J. Strom, Chairman of the Board of  
Directors



**SPIEGEL & UTRERA, P.A.**

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