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BASIC AMENDMENT

BENNINGTON SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amend.
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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BENNINGTON SERVICES, INC.

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Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, Robert Cooper, being the President of Bennington Services, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the corporation is BENNINGTON SERVICES, INC.
2. The Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 9, 2003.
3. The Articles of Incorporation of the Corporation are hereby amended to add Article 8 thereof.

To effect such amendment, Article 8 of the Corporation's Articles of Incorporation is hereby added to read in its entirety as follows:

"ARTICLE 8

OFFICERS

The name and address of the individuals who are to serve as officers of the Corporation from the date of these Articles until the next annual meeting of the Corporation are:

Robert Cooper
President and Treasurer

1155 South Congress Ave.
Delray Beach, Florida 33445

Donato Casale
Vice President and Secretary

1155 South Congress Ave.
Delray Beach, Florida 33445"

H04000049894 3

4. The foregoing amendment was authorized by the unanimous written consent of the Board of Directors of the Corporation on March 5, 2004 without shareholder action.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Amendment to the Articles of Incorporation this 5th day of March, 2004.


Robert Cooper, President

H04000049894 3