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Amend.

TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations
SUBJECT: PREPAID GIANT FINANCIAL GROUP, INC (Name of Corporation)
DOCUMENT NUMBER: P03000006969
The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Barbara Bacon (Name of Person)
(Name of Firm/Company)
6492 SW 8th Court (Address)
North Lauderdale, Florida 33068 (City/State and Zip Code)
For further information concerning this matter, please call:
Rarhara Bacon at (054) 077-8814 or (054) 303-165 (Name of Person) (Area Code & Daytime Telephone Number)
Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



PREPAID GIANT FINANCIAL GROUP, INC	PH 3: 12.
(present name)	
P0300006969 (Document Number of Corporation (If known)	

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

ARTICLE 5 - OFFICERS

To delete Barbara Bacon as President To Add Rasheed Walton as President

ARTICLE 6 - To delete Barabara Bacon as Director

To add Rasheed Walton as Director

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:

ARTICLE - 7 CORPORATION CAPITALIZATION

Requesting transfer of 100 shares from Barbara Bacon to Rasheed Walton

THIRD:	The date of each amendment's adoption: May 8, 2003
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	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)
Z	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 action and shareholder action was not required.
Signature_	Signed this 8th day of May 2003 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR (By an incorporator if adopted by the incorporators)
	BARBARA BACOW PASHEED WALTON.
	PRESIDENT DIRECTOR