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GIMME SHELTER INC.

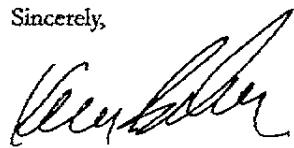
October 31, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for Gimme Shelter Inc. Also enclosed please find our check #1130 in the amount of \$43.75 representing the amount due for the Amendments and a certified copy. Your processing of same would be most appreciated.

Sincerely,



Kerry Brownchweig
PRESIDENT

03 NOV -3 PM 3:55
SECY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
03 NOV -3 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GIMME SHELTER, INC.

(Present Name)

(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 #II THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS IS
1413 SOUTH PATRICK DRIVE
INDIAN HARBOUR BEACH, FL 32937

ARTICLE #V THE CORRECT SPELLING & FLORIDA ADDRESS OF THE REGISTERED AGENT IS
KERRY BROWNCHWEIG

1413 SOUTH PATRICK DRIVE
INDIAN HARBOUR BEACH, FL 32937 SIGNATURE

ARTICLE VI THE CORRECT SPELLING & ADDRESS OF THE INCORPORATOR IS
KERRY BROWNCHWEIG

1413 SOUTH PATRICK DRIVE
INDIAN HARBOUR BEACH, FL 32937 SIGNATURE

ARTICLE V11 THE CORRECT SPELLING OF INITIAL OFFICER AND/OR DIRECTOR IS
TITLE (P) KERRY BROWNCHWEIG

1413 SOUTH PATRICK DRIVE
INDIAN HARBOUR BEACH, FL 32937

Kerry Bailey

Kerry Bailey

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:

THIRD: The date of each amendment's adoption: 1/31/03

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.

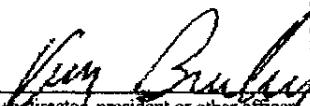
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group"

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.

Signed this 30 day of OCTOBER, 2003.

Signature: 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

KERRY BROWNCHWEIG

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35