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SECRETARY OF STATE

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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Articles of Amendment to Articles of Incorporation of Exponential Media, Inc.

Enclosed is a check for:

\$43.75 Filing Fee and Certificate of Status

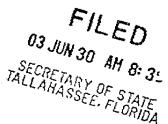
FROM: Christopher Morris

2045 East Bay Drive #608

Largo, FL 33771

(727) 244-5222

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Exponential Media, Inc.		-	
(present name)			
P03000017815 (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)

RESOLVED, that ARTICLE IV of the Articles of Incorporation be amended to read as follows:

The number of shares of stock is: 1,000,000 (one million)

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: 06/25/2003 .					
FOURTH	: Adoption of Amendment(s) (CHECK ONE)					
Z	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					
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.					
Ε	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.					
	Signed this 25th day of June , 2003					
Signature	Christopher Moris					
	(By the Chairman of 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)					
	Christopher Morris					
	(Typed or printed name)					
	President					
(Title)						