

PO300000 19461

(Residential Name)

111 Maratee Road
Belleair, FL 33756

(City/State/Zip/Phone #)

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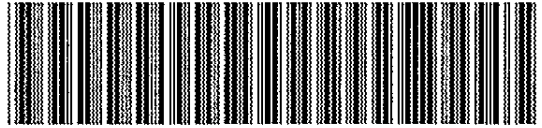
(Business Entity Name)

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Amended
MAD 10/28

ARTICLES OF AMMENDMENT TO ARTICLES OF INCORPORATION OF
ULTIMATE CREATIONS INTERNATIONAL, INC.
#P03000019461

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:

Amendment(s) adopted this 7th day of August, 2003;

RESOLVED, the board hereby approves execution by the Company, Ultimate Creations International, Inc. (UCI) of the Stock Purchase Agreement dated August 7, 2003 between the Company and Mike Kaplan and Pat Clouden.

RESOLVED, that upon execution of this Purchase Agreement, Stephen Harris hereby accepts all rights, title and interest in and to the Stock, and assumes all assets and liabilities relating to UCI.

Article VI; upon execution of the Stock Purchase Agreement, Mike Kaplan and Pat Clouden shall resign as Board Members and Officers of UCI.


Article V; that Stephen Harris of 1860 Stevenson Avenue, Clearwater, Florida 33755 familiar with and accepts the duties and responsibilities as registered agent for, and President of, UCI.


RESOLVED, that any and all action heretofore or hereafter taken by any officer or Officers of the Corporation in furtherance of the foregoing resolution is hereby ratified and confirmed as the act and deed of the Corporation.

RESOLVED, that the officers of the Corporation are authorized and directed to take such actions and to execute and deliver such instruments and documents and to do such other things as they deem necessary or advisable to effectuate the purposes and intent of the foregoing resolution. The above amendments were approved by the shareholders of UCI. The number of votes cast for the amendments were sufficient for approval.

Signed this 7th day of August, 2003.


Mike Kaplan
Shareholder/Director - President UCI


Pat Clouden
Shareholder/Director - UCI


Stephen Harris
Registered Agent/ President- UCI

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