P03000036331

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MICHAEL J. McGOEY CPA, INC.

639 EAST OCEAN AVE., SUITE 101 BOYNTON BEACH, FL 33435

(561) 734-8599 Fax (561) 734-8544

April 17, 2003

Att: Velma Shepard Florida Department of Revenue 409 E. Gaines Street Tallahassee, FL 32399-0100

Re: Barens & Son, Inc. - Document # P 03000036331

Dear Ms Shepard,

As discussed, enclosed please find the Amendment to the Articles of Incorporation of the above-mentioned Corporation. This amendment is being filed pursuant to the provisions of section 607.1006 of the Florida Statutes. Also enclosed are the filing fees of \$ 35 together with \$ 8.75 for certified copies of the Amendment.

This Amendment is being sent to you via Express Mail. Hopefully, the filing should be recorded by Monday April 21st, 2003.

We appreciate your cooperation. Thank you for your prompt attention and your favorable response to this matter.

If we can be of any further assistance please do not hesitate to contact us.

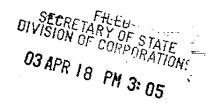
Sincerely,

Michael J. McGoey, CPA

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Enclosures

Rec'd 4/18



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BARENS & SON , INC
 (present name)
P03000036331
(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)

APPOINTMENT OF OFFICERS: JOOST BARENS - PRESIDENT
JOOST BARENS - SECRETARY
JOOST BARENS - TREASURER

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: 4/1/03		
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		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
ĮΖ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 17TH day of APRIL, 2003.		
Signature	1 to		
Signature_	(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)		
	JOOST BARENS		
(Typed or printed name)			
	INCOMPURARE / RESIDENT		