## P03000049691

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

B.M.F. Holdings, Inc.

(present name)

PO3000049691

(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 V: Both Michael Masella, Po Box 14999 of Worth Palm Beach, Fl 33408 and Noel Flamm of 8461 South Coral Circle N. Lauderdale, FL 33068 have never taken there positions as afficers of the Company nor will they. They are deleted as being officers of the Company.

Brian P. Mahoney will take on the added position as Secretary of the company as well 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:

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•	THIRD: The date of each amendment's adoption: June 30, 2003
F	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 30th day of June , 2003
S	Signature Ruia Valioner
	(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)
	Brian Mahones  (Typed or printed name)
	President (Title)