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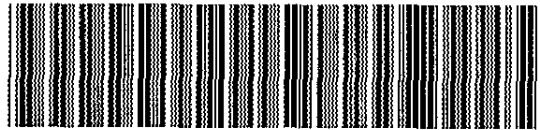
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/8/03

CHAPMAN, CHAPMAN & CHAPMAN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

1920 GOLF STREET
SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman
Kenneth D. Chapman, Jr.
Forrest Chapman (1891-1967)

November 24, 2003

Telephone 366-1600
Telefax 366-1601
Area Code (941)

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

RE: ARTICLES OF AMENDMENT TO BEEMAN ENTERPRISES, INC.

Dear Sir or Madam:

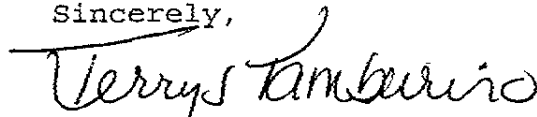
I have enclosed for your review and filing the original and one (1) copy of the Articles of Amendment to Articles of Incorporation for **BEEMAN ENTERPRISES, INC.**, and a check in the amount of FORTY-THREE DOLLARS AND SEVENTY-FIVE CENTS (\$43.75) payable to The Florida Department of State for the following:

Filing Fee, for Amendment to Articles of Incorporation	\$35.00
Certified Copy, F.S. 607.0122 (23)	<u>8.75</u>
TOTAL	\$ 43.75

Please return a certified copy of the Articles of Amendment to this office.

Thank you for your prompt attention to this matter.

Sincerely,



Terry J. Tamburino
Legal Assistant

/tjt
Enc.

EXHIBIT A

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BEEMAN ENTERPRISES, INCORPORATED**

FILED
03 DEC -1 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is **Beeman Enterprises, Incorporated**.

SECOND: The following amendment to the Articles of Incorporation was adopted by the Stockholders of the Corporation (the number of votes cast being sufficient for approval) and the Directors of the Corporations by a Joint Written Consent of Directors and Stockholders of the Corporations in Lieu of a Special Meeting, dated as of November 17, 2003, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

ARTICLE V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE V – CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Twenty Million (20,000,000) shares of common stock with a par value of One Mil (\$.001) per share."

THIRD: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 17 day of November, 2003.

Beeman Enterprises, Incorporated

BY: _____

Nelson Martin, CEO