

P03 000057380

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**BASIC AMENDMENT
INDUSTRIAL HOLDING GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Amendment
06/06/03
DC

Jun-04-03 01:34pm From:CMGP

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INDUSTRIAL HOLDING GROUP, INC.**

Pursuant to Section 807.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of INDUSTRIAL HOLDING GROUP, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number F03000057380, does hereby certify that the following resolutions were adopted pursuant to the authority of the Board of Directors and the holders of all of the Corporation's issued and outstanding voting securities as required by Section 602.1003 of the Florida Business Corporation Act:

RESOLVED, that paragraph 4.5.3 of Article IV Capital Stock which appears in the Corporation's Articles of Incorporation be and hereby is deleted in its entirety and substituted with the following to correct a typographical error:

4.5.3 Without the written consent of the holder of the share of Series A Preferred Stock at a meeting of the holder of the Series A Preferred Stock called for such purpose, the Corporation will not amend, alter or repeal any provision of the Certificate of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock.

FURTHER RESOLVED, unless otherwise amended by these Articles of Amendment, all other provisions of Article IV Capital Stock of the Corporation's Articles of Incorporation, as amended, shall remain in full force and effect.

The foregoing resolutions and articles of amendment were adopted by the Board of Directors of the Corporation pursuant to a written consent of the sole director of the Corporation dated June 4, 2003, and by the holders of all of the Corporation's issued and outstanding voting securities which represented the minimum number of votes which would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted acting by written consent dated June 4, 2003, pursuant to Sections 807.0821 and 807.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 4, 2003.

INDUSTRIAL HOLDING GROUP, INC.

By 
Jayme Donough, President

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