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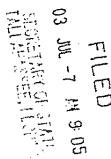
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Amend 7/10/03 T. Lewi 7/10/03

HOWARD E. ENRIQUE, P.A.

ATTORNEY AT LAW

300 S. Pine Island Road, Suite 265 Plantation, Florida 33324

Tel: 954-382-0399 Fax: 954-382-8845 hEnrique@FloridaJurist.com

TRANSMITTAL LETTER

July 2, 2003

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

> ARTICLES OF AMENDMENT TO Re: Registration/Incorporation of: ADAPTIVE CREATIONS, INC.

Enclosed is an original and one (1) copy of the Amendment to Articles of Incorporation and a check for:

\$35,00 Filing Fee \$43.75

Amendment Filing Fee & Certified Copy

\$70.00 Filing Fee

& Certified Copy

\$78.75 Filing Fee,

Certified Copy & Certificate of

Status

ADDITIONAL COPY REQUIRED

From:

The Law Office of Howard E. Enrique, P.A.

300 S. Pine Island Road, Suite 265

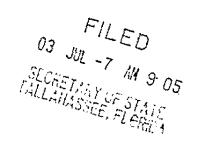
Plantation, Florida 33324

(954) 382-0399

Encl: Original Articles of Incorporation

Copy- Articles of Incorporation

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of ADAPTIVE CREATIONS, INC.



Document Number: P03000065722

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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: AMENDMENTS ADOPTED: The following Articles have been amended

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The names and post office address of the officer(s) and first Board of Directors of this corporation shall be TWO (2) in number and shall hold office for the first year, or until their successor(s) are elected and have qualified, shall be:

MICHELE ANN SCHREIBER-SMITH 5320 S.W. 57th Court Davie, Florida 33314 PRESIDENT/ TREASURER

RICHARD SMITH
5320 S.W. 57th Court
Davie, Florida 33314
VICE PRESIDENT/SECRETARY

ARTICLE VI – REGISTERED AGENT

The name and address of the registered agent of the corporation shall be:

MICHELE ANN SCHREIBER-SMITH 5320 S.W. 57th Court Davie, Florida 33314

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of the corporation shall be:

MICHELE ANN SCHREIBER-SMITH 5320 S.W. 57th Court Davie, Florida 33314 **SECOND: SHARES:**

No amendments are adopted as to the exchange, reclassification, or

cancellation of issued shares.

THIRD:

DATE:

The Date of each amendment's adoption shall be July 2, 2003.

FOURTH:

APPROVAL: The amendments herein were adopted/approved by the

shareholders. The number of votes cast for the amendment(s) was

sufficient for approval.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 2nd day of

July, 2003.

MICHELE ANN SCHREIBER-SMITH

President

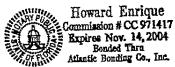
7/2/07 Date/

STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, MICHELE ANN SCHREIBER-SMITH, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 2nd day of July, 2003.



My Commission Expires:

STATE OF FLORIDA DEPARTMENT OF STATE

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors

The following is submitted in compliance with Chapter 48-091, Florida Statutes:

ADAPTIVE CREATIONS, INC.

A corporation organized (or organizing) under the laws of the State of Florida, with its principal place of business, whose address is 5320 S.W. 57th Court, Davie, Florida 33314 has named:

MICHELE ANN SCHREIBER-SMITH 5320 S.W. 57th Court Davie, Florida 33314

as its agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 6th day of June, 2003.

MICHELE ÁNN SCHRÉIBER-SMITH

President

ACCEPTANCE OF REGISTERED AGENT: ADAPTIVE CREATIONS, INC.

I, MICHELE ANN SCHREIBER-SMITH, whose address 5320 S.W. 57th Court, Davie, Florida 33314, agree as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

MICHELE ANN SCHREIBER-SMITH

Registered Agent

STATE OF FLORIDA COUNTY OF BROWARD

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, MICHELE ANN SCHREIBER-SMITH, to me known to be the person described in and who executed and subscribed to the foregoing Acceptance of Registered Agent, and who acknowledged before me that that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 2nd day of July, 2003.

otary Public

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My Commission Expires:

Howard Enrique
Commission # CC 971417
Expires Nov. 14, 2004
Boaded Thru
Atlantic Boading Co., Inc.