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FILINGS, INC. TERESA R	OMAN			
(Requestor's Nan	ne)			
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NEW FILINGS	AMENDMENTS			
Profit	Amendment			
NonProfit	Resignation of R.A., Office	r/Director		
Limited Liability	Change of Registered Agen	Change of Registered Agent		
Domestication	Dissolution/Withdrawal			
Other	Merger			
	REGISTRATION/			
OTHER FILINGS	QUALIFICATION			

Foreign

Other

Limited Partnership

Examiner's Initials

Reinstatement Trademark

Annual Report

Fictitious Name

CR2E031(10/92)

Name Reservation

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

•	Opaltone,	Inc.	
	P03000091801		
		(present name)	

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)

Amending Article VI

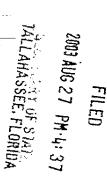
DELETE DIRECTOR

Steven Holman

c/o Grant Kaplan

7200 W. Camino Real, #102

Boca raton, Fl. 33433



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:

8-27-03

-		The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
. {	0	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			
Ī		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
, ,	Ţ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Sig	med this 27th day of August, 19 2003.			
Signatur	re	Server Roman Vice President of Illies Inc. (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)			
		Taraka Baman			
		Teresa Roman Typed or printed name			
		·			
		Incorporator			
		Title			