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PICK-UP	WAIT	MAIL
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Retired Seniors of America, Inc. 5434 W. Sample Road #239 Margate, FL 33073

February 3, 2004

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

To whom it may concern:

Please process this amendment for the enclosed corporation.

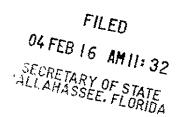
If you have any questions, you may contact me at 954-777-0252.

Thank You,

Allan B. Dombrow

President

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RETIRED SENIORS OF AMERICA, INC.



P03000120502

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 adopted:

Article IV:

The number of shares the corporation was authorized to issue was originally set at 100. The number of authorized shares shall be changed to the following:

The number of shares the corporation is authorized to issue is 5,000.

SECOND:

The amendment shall be adopted as of February 3, 2004

THIRD:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of February, 2004.

Signature

Allan B. Dombrow

President