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. YOUR CAPITAL CONNECTION, INC.

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BASIC AMENDMENT

A.D. SMITH CONTRACTORS, INC

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Capital Connection, Inc.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

A.D. SMITH CONTRACTORS, INC

A.D. SMITH CONTRACTORS, INC

(present name)

. P04000022360

(Document Number of Corporation (If known)

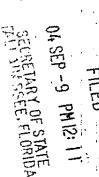
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amondment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII

ADD THE FOLLOWING OFFICER TO THE CORPORATION

SEC RICHARD E BROOKS 1826 BEACH WAY LN ODESSA, FL 33556



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:

ANTHONY D SMITH SHALL RETURN 10 SHARES OF STOCK TO THE CORPORATION. THEY (10 SHARES) SHALL BE RE-ISSUED TO RICHARD E BROOKS.

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THIRD: T	he date of each amendment's adoption: 09/08/2004
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Z	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	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
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 8 day of SEPTEMBER , 2004
Signature	anthren Deuth
Digitalia -	(By the Chairtean 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)
	ANTHONY D SMITH (Typed or printed name)
	PRESIDENT (Fide)
•	